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Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Date: August 14, 2023
Case: Tehum 2004 Exams, In Re:

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Phone: 888.433.3767
Email: transcripts@planetdepos.com
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1 UNITED STATES BANKRUPTCY COURT

2 SOUTHERN DISTRICT OF TEXAS

3 HOUSTON DIVISION

4 - - - - - x
5 IN RE:

:

6 TEHUM CARE SERVICES, INC. : Case No.

7 DEBTOR. : 23-90086 (CML)

8 : CHAPTER 11

9 - - - - - x

10

11 REMOTELY CONDUCTED VIDEOTAPED DEPOSITION OF

12 ISAAC LEFKOWITZ

13 AS CORPORATE DESIGNEE FOR PERIGROVE 1018, LLC

14 MONDAY, AUGUST 14, 2023

15 2:06 P.M. CST

16

17

18 JOB NO.: 503115

19 PAGES: 1 - 82

20 REPORTED BY: KARISA EKENSEAIR, CCR RMR

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Conducted on August 14, 2023

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1 DEPOSITION OF ISAAC LEFKOWITZ, CORPORATE
2 DESIGNEE, CONDUCTED VIA ZOOM VIDEOCONFERENCE.
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10 Pursuant to notice, before Karisa J.
11 Ekenseair, Certified Shorthand Reporter in and for
12 the States of Arkansas, Oklahoma, Missouri,
13 Tennessee, Georgia, Washington, and Illinois;
14 National Registered Professional Reporter,
15 National Registered Merit Reporter, Notary Public
16 in and for the State of Arkansas.
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3

1 A P P E A R A N C E S

2 ON BEHALF OF OFFICIAL COMMITTEE OF UNSECURED

3 CREDITORS (VIA ZOOM) :

4 ZACHARY HEMENWAY, ESQUIRE

5 NICHOLAS ZLUTICKY, ESQUIRE

6 ANNA TURNER, ESQUIRE

7 STINSON, LLP

8 1201 WALNUT STREET, SUITE 2900

9 KANSAS CITY, MISSOURI 64103

10 816-842-9600

13 ON BEHALF OF PHARMACORR, LLC AND PERIGROVE

14 1018, LLC (VIA ZOOM) :

15 MELISSA HAYWARD, ESQUIRE

16 HAYWARD PLLC

17 10501 N. CENTRAL EXPY, SUITE 106

18 DALLAS, TEXAS 75231

19 972-755-7104

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4

1 A P P E A R A N C E S C O N T I N U E D
2

3 ON BEHALF OF TEHUM CARE SERVICES, INC. (VIA ZOOM) :

4 AARON KAUFMAN, ESQUIRE

5 GRAY REED

6 1601 ELM STREET, SUITE 4600

7 DALLAS, TEXAS 75201

8 214-954-4134

9
10 ON BEHALF OF KOCHISE JACKSON, WILLIAM KELLY, AND

11 DERICO THOMPSON (VIA ZOOM) :

12 IAN CROSS, ESQUIRE

13 CROSS LAW, PLLC

14 402 WEST LIBERTY STREET

15 ANN ARBOR, MICHIGAN 48103

16 734-994-9590

17
18 ALSO PRESENT:

19 MALCOLM COOKE, REMOTE TECHNICIAN

20 LAWRENCE WALLACE, VIDEOGRAPHER

14:03:01

21 14:03:01

22

23

24

25

Conducted on August 14, 2023

1	T A B L E O F C O N T E N T S		
2		PAGE	
3	STYLE AND NUMBER.....	1	
4	APPEARANCES.....	3	
5			
6	WITNESS: ISAAC LEFKOWITZ		
7	EXAMINATION BY MR. HEMENWAY.....	9	
8			
9	CERTIFICATE OF REPORTER.....	82	
10			
11	EXHIBITS		
12	(ATTACHED TO TRANSCRIPT)		
13	NUMBER	DESCRIPTION	PAGE
14	Ex.1	E-MAIL CHAIN, SUBJECT 11.45 AM	
15		CALL, DATED DECEMBER 1, 2021,	
16		BATES NUMBER DEBTOR299893,	
17		CONFIDENTIAL.....	27
18	Ex.2	NON-BINDING TERM SHEET, BATES	
19		NUMBER DEBTOR299894 THROUGH	
20		299898, CONFIDENTIAL.....	36
21	Ex.3	E-MAIL CHAIN, SUBJECT FLORIDA,	
22		DATED JANUARY 31, 2022, BATES	
23		NUMBER DEBTOR169745,	
24		CONFIDENTIAL.....	49
25			

1	EXHIBITS		
2	(CONTINUED)		
3	NUMBER	DESCRIPTION	PAGE
4	Ex. 4	E-MAIL CHAIN, SUBJECT CHS ENTITIES, DATED FEBRUARY 21, 2022, BATES NUMBER DEBTOR111835, CONFIDENTIAL.....	53
5	Ex. 5	E-MAIL CHAIN, SUBJECT FTI, DATED FEBRUARY 14, 2022, BATES NUMBER DEBTOR348914, CONFIDENTIAL.....	65
6	Ex. 6	FTI CORIZON HEALTH PRELIMINARY VALUATION INFORMATION REQUEST, BATES NUMBER DEBTOR348915 THROUGH 348916, CONFIDENTIAL.....	67
7	Ex. 7	DOCUMENT 811 PAGE 220 OF 225.....	69
8	Ex. 8	E-MAIL CHAIN, SUBJECT RE: WIRING INSTRUCTIONS FOR THE CENTURION/TN DOC SETTLEMENT, DATED DECEMBER 15, 2021, BATES NUMBER DEBTOR 621804 THROUGH 621805, CONFIDENTIAL.....	70

Conducted on August 14, 2023

7

	EXHIBITS	
	(CONTINUED)	
	NUMBER DESCRIPTION	PAGE
1		
2		
3		
4	Ex.9 E-MAIL CHAIN, SUBJECT FWD: [EXTERNAL] FW: CORIZON CENTURION SETTLEMENT, DATED DECEMBER 28, 2021, BATES NUMBER DEBTOR305428 THROUGH 305429, CONFIDENTIAL.....	71
5		
6		
7		
8		
9		
10	Ex.10 E-MAIL CHAIN, SUBJECT RE: LEFKOWITZ/HYMAN, DATED APRIL 26, 2022, BATES NUMBER DEBTOR165274 THROUGH 165248, CONFIDENTIAL.....	73
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

1 P R O C E E D I N G S

2 THE VIDEOGRAPHER: Here begins Media 14:05:43
3 Number 1 in the videotaped deposition of Isaac 14:05:45
4 Lefkowitz, designee in the matter of Tehum 2004 14:05:47
5 exams In Re: In the United States Bankruptcy Court 14:05:53
6 for the Southern District of Houston, Texas 14:05:56
7 Division, Case Number 32-90086 (CML). 14:06:00
8 Today's date is August 14, 2023, and the 14:06:08
9 time on the video monitor is 2:06 p.m. The 14:06:11
10 videographer today is Lawrence Wallace 14:06:19
11 representing Planet Depos. 14:06:21
12 This video deposition is taking place 14:06:23
13 remotely via Zoom. 14:06:24
14 Will counsel please voice-identify 14:06:27
15 themselves and state whom they represent beginning 14:06:29
16 with the taking attorney, please. 14:06:31
17 MR. HEMENWAY: Zach Hemenway with Stinson, 14:06:33
18 LLP for the Committee, and Anna Turner is here 14:06:35
19 with me as well. 14:06:38
20 MS. HAYWARD: Melissa Hayward, Hayward 14:06:40
21 PLLC here on behalf of Perigrove 1018, LLC, the 14:06:43
22 deponent. 14:06:47
23 MR. KAUFMAN: Aaron Kaufman from the law 14:06:47
24 firm Gray Reed for the debtor, Tehum Care 14:06:52
25 Services, Inc. 14:06:56

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

9

1 MR. CROSS: Ian Cross on behalf of 14:06:58
2 Kohchise Jackson, William Kelly, and Derico 14:06:59
3 Thompson. I will not be questioning the witness. 14:07:02
4 THE VIDEOGRAPHER: Is that everyone? 14:07:07
5 All right. The court reporter today is 14:07:09
6 Karisa Ekenseair representing Planet Depos. 14:07:12
7 Would the reporter please swear in the 14:07:15
8 witness? 14:07:18
9 ISAAC LEFKOWITZ 14:07:18
10 of lawful age, being first duly sworn, deposes and 14:07:18
11 says in reply to the questions propounded as 14:07:18
12 follows: 14:07:18
13 EXAMINATION 14:07:33
14 BY MR. HEMENWAY: 14:07:33
15 Q All right. So Mr. Lefkowitz, we're now 14:07:35
16 doing the corporate representative deposition of 14:07:41
17 Perigrove 1018, LLC. 14:07:45
18 What did you do to prepare for this 14:07:48
19 deposition? 14:07:50
20 A Discussed it with counsel. 14:07:50
21 Q Which counsel? 14:07:55
22 A Melissa Hayward. 14:07:59
23 Q No other counsel? 14:07:59
24 A No. 14:08:01
25 Q Did you review any documents? 14:08:07

1 A I reviewed the discovery requests and the 14:08:09
2 deposition notice. 14:08:12

3 Q Which discovery request are you referring 14:08:15
4 to? 14:08:17

5 A 2004 deposition notice. 14:08:19

6 Q And you understood those topics and 14:08:21
7 definitions? 14:08:27

8 A Yes. 14:08:27

9 Q Okay. So let's start with the leadership 14:08:28
10 of Perigrove 1018, LLC. 14:08:37

11 Who is in charge of Perigrove 1018, LLC 14:08:41
12 dating back to November 2021? Who was in charge 14:08:46
13 at that time? 14:08:52

14 A I am. 14:08:52

15 Q You said you are. I asked about 14:08:52
16 December -- November 2021. 14:08:58

17 Is. Are you saying you work -- 14:09:00

18 A Whoa, whoa, whoa, whoa. You saying 14:09:02
19 December or November? You were saying both months 14:09:05
20 in one breath. 14:09:08

21 Q Yeah. So let's start with November 2021, 14:09:10
22 which is the question you already answered. 14:09:13

23 Since -- 14:09:15

24 A No. I did not. 14:09:15

25 Q Okay. We can start over. 14:09:17

1 A Please. 14:09:23

2 Q Who was in charge of Perigrove 1018, LLC 14:09:23

3 in November 2021? 14:09:27

4 A I was in charge in December. 14:09:29

5 Q Was anyone in charge in November? 14:09:33

6 A I don't know. I don't have that in front 14:09:37

7 of me. 14:09:39

8 Q Can you speak up, Mr. Lefkowitz? 14:09:40

9 A I don't know what happened in November. I 14:09:41

10 stepped in in December. 14:09:45

11 Q Okay. How did you end up stepping in? 14:09:46

12 A I was asked to be the director of the 14:09:51

13 company. 14:10:02

14 Q Who asked you? 14:10:03

15 A The general counsel, Zalman Schapiro. 14:10:04

16 Q And did you become an employee of 14:10:07

17 Perigrove 1018, LLC? 14:10:17

18 A No. 14:10:18

19 Q Were you offered compensation for becoming 14:10:18

20 a director of Perigrove 1018, LLC? 14:10:21

21 A No. 14:10:24

22 Q Okay. Has anyone else been in charge of 14:10:25

23 Perigrove 1018, LLC since November 2022 -- or 14:10:28

24 excuse me -- since December 2021, other than you? 14:10:31

25 A Not that I'm aware of. 14:10:37

Conducted on August 14, 2023

12

1 Q Okay. And are you a director of 14:10:39
2 Perigrove, LLC as well? 14:10:54

3 MS. HAYWARD: Objection, form. Perigrove, 14:10:58
4 LLC is outside of the scope and we object to the 14:10:59
5 definitions of your exam -- notice of examination. 14:11:03

6 Q Are you a director of Perigrove, LLC, 14:11:07
7 Mr. Lefkowitz? 14:11:10

8 A Not here to testify on behalf of 14:11:13
9 Perigrove, LLC. 14:11:16

10 Q Are you an officer of Perigrove, LLC? 14:11:17

11 MS. HAYWARD: Objection. 14:11:20

12 A Not here to testify. 14:11:22

13 Q And are you a manager of Perigrove, LLC? 14:11:24

14 A Zach, I'm here as a corporate director for 14:11:31
15 Perigrove 1018, and we agreed in previous 14:11:35
16 depositions that you will identify Perigrove 1018 14:11:38
17 as 1018; Perigrove, LLC you'll identify as 14:11:42
18 Perigrove, LLC. So from here on, I will only 14:11:46
19 answer questions you identified 1018 so the record 14:11:49
20 doesn't get confused. 14:11:54

21 I'm here as a corporate director and 14:11:55
22 representative for 1018. Please pose your 14:11:59
23 question and you'll get your answer. 14:12:03

24 Q My question was: Are you a manager of 14:12:04
25 Perigrove, LLC? 14:12:08

1 MS. HAYWARD: Objection, form. Perigrove, 14:12:09
2 LLC is outside the scope of this 2004 exam. 14:12:11
3 MR. HEMENWAY: It's -- I mean, it's on the 14:12:16
4 topics we sent you. 14:12:18
5 MS. HAYWARD: No. It's not the topics we 14:12:19
6 agreed to, and I did not agree to that definition. 14:12:21
7 That's something the Committee changed before it 14:12:24
8 filed the notice. We object to the attempt to 14:12:26
9 encompass, you know, you, yours, or yours, or 14:12:30
10 Perigrove shall mean Perigrove 1018, LLC, and 14:12:35
11 Perigrove, LLC, any person operating as under the 14:12:39
12 name Perigrove, including all persons acting or 14:12:42
13 purporting to act on its behalf. We object to 14:12:46
14 that definition. And the witness, when asked 14:12:46
15 about Perigrove, shall understand that these 14:12:49
16 questions are with respect to Perigrove 1018, LLC. 14:12:51
17 MR. HEMENWAY: Yeah. And you're lodging 14:12:56
18 those objections now, correct? 14:12:58
19 MS. HAYWARD: Yes. Well, I have lodged 14:13:00
20 the objections prior to you serving the notice 14:13:02
21 too. 14:13:04
22 MR. HEMENWAY: In what -- in what way? 14:13:08
23 MS. HAYWARD: I'm sorry? You unilaterally 14:13:10
24 filed a notice of 2004 exam that did not 14:13:13
25 incorporate the revisions to which we agreed to 14:13:16

1 testify on scope. 14:13:19

2 MR. HEMENWAY: Okay. And that's what 14:13:21

3 you're -- your preferred scope is what you're 14:13:26

4 referring to when you say that you objected? 14:13:29

5 MS. HAYWARD: I'm saying this witness here 14:13:31

6 is appearing as a corporate representative of 14:13:33

7 Perigrove 1018, LLC, and he's answering questions 14:13:35

8 in that capacity. 14:13:41

9 MR. HEMENWAY: Okay. 14:13:43

10 BY MR. HEMENWAY: 14:13:43

11 Q How was Perigrove 1018 managed? 14:13:51

12 A What do you mean how it's managed? 14:13:56

13 Q Well, you said you're in charge of it. So 14:14:00

14 that's one part of it. 14:14:04

15 Do you have other advisors who you 14:14:07

16 interface with in making decisions for Perigrove 14:14:12

17 1018? 14:14:14

18 A 1018 was not making any decisions. 1018 14:14:16

19 doesn't -- doesn't have decisions to make that 14:14:20

20 they have a basis. 1018 -- you interrupt, then 14:14:23

21 I'm done. 14:14:31

22 Q You said Perigrove 1018 doesn't have 14:14:33

23 decisions to make. 14:14:35

24 Why not? 14:14:37

25 A What decisions does it have to make? 14:14:39

Conducted on August 14, 2023

15

1 Q You're in charge of it. I'm asking you. 14:14:44
2 A I'm telling you that 1018 doesn't have 14:14:46
3 daily decisions to be made. 14:14:49
4 Q Does it have weekly or monthly decisions? 14:14:51
5 A No. 14:14:54
6 Q So there are no decisions to be made on 14:14:54
7 behalf of Perigrove 1018? 14:15:00
8 A I didn't -- I didn't say no. You said no. 14:15:03
9 I said there is no daily decisions to be made in 14:15:04
10 1018. Very rare that 1018 needs to make a 14:15:08
11 decision. Everything under 1018 runs under its 14:15:13
12 own. 14:15:18
13 Q And what's under 1018, Mr. Lefkowitz? 14:15:18
14 A Whatever 1018 owns. 14:15:25
15 Q Okay. Is YesCare under 1018? 14:15:42
16 A No. 14:15:44
17 Q Was Corizon, LLC under 1018? 14:15:44
18 A Not directly. 14:15:47
19 Q Was Corizon, LLC under 1018 indirectly? 14:15:50
20 A Yes. 14:15:55
21 Q Was Valitas Health Services, Inc. under 14:15:55
22 1018? 14:16:00
23 A Indirectly. 14:16:02
24 Q Was Corizon Health of New Jersey under 14:16:04
25 1018? 14:16:10

1 A Indirectly. 14:16:10

2 Q And do the entities that I described -- 14:16:11

3 let me rephrase. 14:16:20

4 Did the entities I described run on their 14:16:22

5 own? 14:16:25

6 A On their own. Correct, yes. 14:16:28

7 Q Okay. So Perigrove 1018 had no input in 14:16:30

8 decision-making for any of those entities? 14:16:36

9 A I didn't say it doesn't have input. I 14:16:40

10 said it doesn't have daily decisions to be made. 14:16:43

11 Q I see the distinction. Okay. 14:16:46

12 So did Perigrove 1018 have input on the 14:16:48

13 decisions that were made by those entities under 14:16:52

14 it? 14:16:54

15 A Only on the extreme occasions. 14:17:00

16 Q What were some of those? 14:17:04

17 A Like the subsidiary filing for bankruptcy. 14:17:08

18 Q What else? 14:17:14

19 A You can say what else and I'm going to 14:17:15

20 answer you. You asked me for one example and I 14:17:20

21 gave it for you. I'm not going to list more 14:17:22

22 examples. 14:17:25

23 Q Then transfers of funds exceeding a 14:17:26

24 million dollars? 14:17:29

25 A From where to where? 14:17:31

1 Q From one of the entities below 1018 to 14:17:33
2 anywhere? 14:17:39

3 A 1018 entities? 14:17:40

4 Q Yep. 14:17:42

5 A Each entity has its own books and records. 14:17:45

6 Q So the entities make their own decisions 14:17:50
7 on transferring money without input from the 14:17:52
8 Perigrove? 14:17:55

9 A Exactly. Perigrove you said or 1018? 14:17:55

10 Q 1018. 14:17:59

11 A Correct. 14:18:02

12 Q Sounds like that's an important 14:18:02
13 distinction. 14:18:06

14 A Yeah. Because you're mixing up entities. 14:18:07

15 Q So how did those entities come to be under 14:18:11
16 1018? 14:18:16

17 A How did it become? What does that mean? 14:18:22

18 Q You said that -- I named a number of 14:18:26
19 entities and you said that 1018 -- they were under 14:18:31
20 1018 directly or indirectly, correct? 14:18:36

21 A Yes. 14:18:39

22 Q How did that occur? 14:18:39

23 A Acquiring the equity position. 14:18:44

24 Q And when did that happen? 14:18:47

25 A December of '21. 14:18:48

1 Q Can you tell me how that came about? 14:18:52
2 A What do you mean? What came what about? 14:18:56
3 Q Were those entities up for sale? Did 1018 14:19:01
4 acquire them in bankruptcy. How did 1018 acquire 14:19:05
5 them? 14:19:08
6 A It was a commercial transaction. 14:19:08
7 Q And who negotiated the transaction on 14:19:13
8 behalf of 1018? 14:19:17
9 A I did. 14:19:19
10 Q And who were you acquiring the equity 14:19:21
11 from? 14:19:26
12 A Flacksgroup. 14:19:31
13 Q How did those conversations begin? 14:19:33
14 A I don't recall. 14:19:38
15 Q And 1018 acquired the equipment in those 14:19:39
16 entities? 14:19:49
17 A Correct. 14:19:49
18 Q All the equity? 14:19:49
19 A Yes. 14:19:54
20 Q And what was the purchase price? 14:19:54
21 A Purchase price of what? 14:19:59
22 Q Of the equity? What did -- what did 14:20:02
23 pair -- what did 1018 give in exchange for the 14:20:05
24 equity? 14:20:10
25 A It's a commercial transaction. I don't 14:20:11

1 have the transaction in front of me. 14:20:14

2 Q You don't know the terms of the 14:20:15

3 transaction? 14:20:18

4 A Well, they're a complicated transaction. 14:20:20

5 Q How much money did 1018 give the 14:20:23

6 Flacksgroup in the transaction? 14:20:31

7 A 1018 gave money to the -- to the 14:20:32

8 Flacksgroup. 14:20:38

9 Q Did 1018 take on obligations in return -- 14:20:38

10 A It was a very -- 14:20:47

11 Q -- for the equity? 14:20:49

12 A It was a very complex M&A. 14:20:49

13 Q So let's try to talk through some of it, 14:20:54

14 if we can. I understand that -- 14:20:59

15 A Sure. 14:21:02

16 Q -- equity went from Flacksgroup to 1018. 14:21:02

17 A Correct. 14:21:06

18 Q And when we talk about the equity, just so 14:21:06

19 that I'm not being a -- messy on the record when I 14:21:10

20 talk about the entities, the entities include 14:21:13

21 M2Holdco, M2Equityco, M2Loanco, Corizon Health, 14:21:19

22 Inc., Valitas Health Inc., And Corizon Health of 14:21:28

23 New Jersey; is that correct? 14:21:37

24 A So when I said it was a very complex 14:21:43

25 transaction, you kind of smirked. Now you're 14:21:46

1 listing, like, a dozen entities and you're asking 14:21:51
2 me if it's correct. 14:21:56

3 So the Flacksgroup who ultimately owned 14:21:57
4 and controlled the equity of these entities, sold 14:22:02
5 it and transferred it through a complex M&A to 14:22:05
6 1018. 14:22:11

7 This clear English, how it happened? 14:22:13

8 Q I'm not sure what the reference to my 14:22:18
9 facial expression was, but, yes, that's what I was 14:22:24
10 confirming. 14:22:27

11 I understand you to be saying they 14:22:27
12 transferred all that entity to 1018 -- all that 14:22:29
13 equity to 1018. 14:22:32

14 A You made a facial expression when I said 14:22:33
15 it was a complex -- a complex transaction, you 14:22:37
16 made a facial transaction [sic], like really? 14:22:40
17 Then you listed off a dozen companies. 14:22:41

18 And I reaffirm that it was a complex 14:22:43
19 transaction. Flacksgroup got their consideration 14:22:47
20 and 1018 took on their -- the control of the 14:22:52
21 equity. 14:22:57

22 Q And what was Flacksgroup's consideration? 14:22:58

23 A I just explained to you, it was a complex 14:23:01
24 transaction. 14:23:04

25 Q That -- what was the -- so the 14:23:06

Conducted on August 14, 2023

21

1 consideration was not money. We've established 14:23:08
2 that. 14:23:10

3 What was the consideration? 14:23:10

4 A I didn't say -- 14:23:12

5 MS. HAYWARD: Objection, form. 14:23:14

6 A I didn't say it was not money. You're 14:23:15
7 saying it was not money. 14:23:17

8 Q Okay. What was the consideration? What 14:23:18
9 did Flacksgroup receive? 14:23:21

10 A I said it was a complex M&A. It wasn't 14:23:23
11 just one element. It was multiple elements. 14:23:26

12 Q Tell me some of them. 14:23:29

13 A I don't have the documents in front of me. 14:23:32
14 You have those closing documents? 14:23:35

15 Q No. 14:23:43

16 A I have to pull up the closing documents 14:23:43
17 and research them. 14:23:45

18 Q Are you agreeing that -- will you agree to 14:23:48
19 produce the closing documents, Mr. Lefkowitz? 14:23:50

20 MS. HAYWARD: Objection. We're not going 14:23:53
21 to -- I'll discuss that with my client and get 14:23:53
22 back to you. 14:24:00

23 Q Mr. Lefkowitz, do you know what the 14:24:00
24 consideration was for the transaction? 14:24:03

25 A It was a complex transaction. 14:24:05

1 Q We've established that. What I'm saying 14:24:07
2 is: Do you know if money went from 1018 to 14:24:09
3 Flacksgroup in connection with this transaction? 14:24:14
4 A I said to you that in a complex 14:24:16
5 transaction, it's not just about money. Money was 14:24:20
6 involved, but it's not just about money. It's 14:24:22
7 about the complexity of the transfer and the 14:24:25
8 transaction, so -- 14:24:30
9 Q So the -- 14:24:32
10 A -- a -- okay. Go ahead. 14:24:33
11 Q Is the transaction -- 14:24:37
12 A You don't -- you know the rule once you 14:24:37
13 interrupt, the answer is over. So go ahead, next 14:24:40
14 question. 14:24:43
15 Q Is the transaction so complex that you 14:24:43
16 can't even describe the consideration aside from 14:24:47
17 money? 14:24:48
18 A I didn't say that I can't describe it. I 14:24:50
19 said it's a complex transaction with a lot of 14:24:54
20 documents, a lot of negotiation with a troubled 14:24:56
21 company, companies, like a dozen that you just 14:25:00
22 rattled off; and two, I'm not that into -- 1018 14:25:03
23 made a deal with the Flacksgroup to undertake and 14:25:12
24 to acquire, to consider to Flacksgroup. It wasn't 14:25:17
25 just money. 14:25:22

1 You're asking me to describe to 14:25:23
2 transaction, I can't describe it other than being 14:25:25
3 a complex M&A. 14:25:28

4 Q So you can't tell me what the Flacksgroup 14:25:30
5 received other than money for giving up -- giving 14:25:35
6 1018 all the equity in those companies? 14:25:36

7 A Not without the documents in front of us. 14:25:39

8 Q Do you have the documents accessible to 14:25:42
9 you? 14:25:47

10 MS. HAYWARD: Objection, form. We're not 14:25:47
11 doing that today. 14:25:48

12 Q Mr. Lefkowitz, do you have the closing 14:25:52
13 documents? 14:25:54

14 A Not in front of me. I have in front of me 14:25:55
15 Zoom. That's all I got. 14:25:59

16 Q Sure. Do you know how much money the 14:26:00
17 Flacksgroup received from 1018? 14:26:09

18 A Question was asked and answered. 14:26:13

19 Q No, it wasn't. 14:26:17

20 Do you know how much? 14:26:18

21 MS. HAYWARD: Objection, form. How is 14:26:21
22 this relevant in any way to the debtor? 14:26:21

23 MR. HEMENWAY: The acquisition of or 14:26:25
24 interest in the PharmaCorr entities, the merger 14:26:26
25 parties, or the debtor, and the circumstances 14:26:28

1 surrounding such acquisition.

14:26:31

2 MS. HAYWARD: And I'm asking how is what
3 the Flacksgroup got as part of a deal relevant at
4 all to the debtor or the debtor's estate?

14:26:33

14:26:35

14:26:38

5 MR. HEMENWAY: The -- a relevancy
6 objection to the topics you're making live in a
7 deposition is not a valid objection.

14:26:41

14:26:42

14:26:44

8 MS. HAYWARD: Again, you've served this
9 prior to the 14-day deadline to object. We are
10 appearing here. However, I am going to make my
11 objections on the record. And to the extent you
12 believe you need a 2004 exam after this because we
13 can't agree on a scope of the topics, you have
14 reserved your right to do that.

14:26:48

14:26:50

14:26:55

14:26:59

14:27:00

14:27:04

14:27:07

15 But this witness is here by agreement
16 between the parties. And I am asking you, to the
17 extent you want to get into consideration paid to
18 the Flacksgroup to explain to me how that issue is
19 relevant to the debtor, its assets, its
20 liabilities, or its estate.

14:27:09

14:27:10

14:27:13

14:27:15

14:27:19

14:27:22

21 MR. HEMENWAY: So the circumstances by
22 which the debtor was acquired and the terms of
23 that transaction are relevant to a number of
24 considerations on the divisional merger, including
25 but not limited to the debt instruments that were

14:27:24

14:27:28

14:27:31

14:27:35

14:27:39

1 acquired in that transaction.

14:27:42

2 BY MR. HEMENWAY:

14:27:44

3 Q Mr. Lefkowitz, can you tell us any

4 category of consideration other than the amount of

5 money that you have referenced that was provided

6 to the Flacksgroup as consideration?

14:27:49

14:27:54

14:27:58

7 A Question was asked and answered, that it

8 was a complex merger and acquisition that was

9 negotiated fully by the parties represented by

10 counsel and was fully documented. I don't have

11 the information in front of me --

14:28:02

14:28:05

14:28:09

14:28:11

14:28:17

12 Q Who was --

14:28:19

13 A -- to make --

14:28:20

14 Q -- Perigrove --

14:28:21

15 A Well, one second. Are you done with the

16 answer, or you don't want to hear the rest of it?

14:28:22

14:28:26

17 Q You can answer however you want.

14:28:32

18 A You have -- you have a habit of

19 interrupting your witness. So go ahead,

20 answer -- ask your next question.

14:28:33

14:28:37

14:28:39

21 Q You said the parties are represented by

22 counsel.

14:28:42

14:28:44

23 Who represented 1018?

14:28:44

24 A I don't have that information in front of

25 me.

14:28:46

14:28:48

1 Q Who represented Flacksgroup? 14:28:48

2 A I don't have that information in front of 14:28:50

3 me. 14:28:52

4 Q All right. What was the financial 14:28:52

5 condition of the entities whose equity 1018 14:29:02

6 acquired at the time of the transaction? 14:29:07

7 A Stress. 14:29:12

8 Q Were they contemplating filing for 14:29:15

9 bankruptcy protection at the time of the 14:29:19

10 transaction? 14:29:20

11 A Yes. 14:29:22

12 Q Was there a proposal that such filing 14:29:22

13 would occur immediately after 1018 acquired them? 14:29:37

14 A There was no such proposal. They 14:29:44

15 were -- they had a proposal of their own, but it 14:29:46

16 wasn't a proposal of thereafter. 14:29:48

17 Q What was their proposal? 14:29:52

18 A Previous ownership and previous management 14:29:56

19 were at the brink of bankruptcy. They had a 14:30:03

20 proposal of they've had their bankruptcy counsel 14:30:06

21 and they had bankruptcy consultant. And everyone 14:30:08

22 tell them that they have no way of survival other 14:30:12

23 than filing for bankruptcy. 14:30:16

24 Q So if they were planning to file for 14:30:20

25 bankruptcy, what was -- what was the purpose of 14:30:22

1 equity investment? 14:30:27

2 A Not to file for bankruptcy and to pay off 14:30:31

3 its creditors. 14:30:34

4 MR. HEMENWAY: Okay. Let's go ahead and 14:30:35

5 pull up our exhibit. Are we on Exhibit 1 for 14:30:38

6 this? 14:30:40

7 MS. HAYWARD: I think so. 14:30:41

8 REMOTE TECHNICIAN: Yes. There's been no 14:30:41

9 exhibits marked in this deposition yet. 14:30:44

10 MR. HEMENWAY: Malcolm, let's pull up 14:30:45

11 Debtor 299893. 14:30:49

12 REMOTE TECHNICIAN: All right. I have 14:30:51

13 that. Stand by. 14:30:52

14 (Exhibit 1 marked for identification.) 14:30:54

15 BY MR. HEMENWAY: 14:31:33

16 Q Okay. Mr. Lefkowitz, are you familiar 14:31:33

17 with this e-mail? 14:31:35

18 A No. 14:31:38

19 Q So this is December 1st, 2021. Is that 14:31:39

20 prior to you -- I think we said just December 14:31:48

21 earlier. 14:31:51

22 Is that prior to the 1018 acquisition? 14:31:53

23 A I don't know the exact date of the 1018 14:31:56

24 acquisition. Sorry. 14:32:00

25 Q Okay. Fair enough. And we see there's a 14:32:01

1 term sheet attached and there are, in addition to 14:32:08
2 yourself, a number -- 14:32:13

3 A What's the source -- what's the source of 14:32:16
4 this document? 14:32:18

5 Q I'll let your counsel answer those. 14:32:19

6 A No. 14:32:19

7 Q We don't need to get into document details 14:32:21
8 anymore. 14:32:23

9 A I'm asking you. What is the source of 14:32:23
10 this document? This -- 14:32:27

11 Q Right there at the top of the page, 14:32:27
12 Mr. Lefkowitz, it says Debtor299893. 14:32:28

13 MS. HAYWARD: I'm sorry, we can't see 14:32:33
14 that, so can you zoom out? 14:32:35

15 MR. HEMENWAY: Oh, I -- I thought we were 14:32:36
16 all looking at the same thing. I'll scroll down. 14:32:39

17 MS. HAYWARD: Okay. Thank you. 14:32:43

18 MR. HEMENWAY: Okay. 14:32:43

19 THE WITNESS: Sure. 14:32:47

20 BY MR. HEMENWAY: 14:32:47

21 Q And just for -- to avoid any future 14:32:48
22 confusion, I'm reading out the Bates numbers to 14:32:51
23 the -- to the Planet Depos host. And when I said 14:32:56
24 Debtor and the series of numbers, that's a 14:33:00
25 document produced by the debtor. 14:33:02

1 So this is addressed to you and Abe 14:33:08
2 Goldberger and David Gefner at Perigrove. And I'm 14:33:14
3 just using Perigrove in general because it's a 14:33:19
4 Perigrove domain. 14:33:23

5 A And you don't want to tell -- you don't 14:33:25
6 want to tell me the source of this document? 14:33:28

7 Q I've told you the source multiple times. 14:33:30

8 It was produced by the debtor. 14:33:32

9 A Okay. 14:33:34

10 Q Could you -- could you explain to me what 14:33:36
11 the significance of the source of the document is? 14:33:38
12 It might help ask these further questions and deal 14:33:41
13 with further exhibits. 14:33:44

14 A To know if it's a fabricated document or a 14:33:47
15 legitimate document. 14:33:50

16 Q Well, you are -- 14:33:51

17 A You -- you accused my counsel before for 14:33:54
18 making false statements, and I'll accuse you for 14:33:59
19 producing fabricated documents unless they are 14:34:02
20 legitimate. So go ahead. 14:34:05

21 Q So you're the -- 14:34:06

22 A You're saying it's a legitimate -- you're 14:34:07
23 saying it's a legitimate document -- you're saying 14:34:10
24 a legitimate document that you got from the 14:34:10
25 debtor, then I will respect it and I will respond. 14:34:11

1 Q Well let, me just state for the record: 14:34:15
2 You have been the corporate representative of the 14:34:17
3 debtor and so these are documents received from 14:34:20
4 the debtor that are Bates produced. So if you're 14:34:22
5 saying that they're fabricated, you're essentially 14:34:25
6 accusing -- 14:34:29

7 A That's not -- 14:34:30

8 MS. HAYWARD: I don't think that's what -- 14:34:30

9 THE WITNESS: That's not what I said. 14:34:31

10 That's not what I said. 14:34:31

11 The debtor produced, and me as a director 14:34:33
12 of the debtor, produced hundreds and hundreds of 14:34:36
13 thousands of documents. Before you posted this 14:34:38
14 document on my screen, there was no Bates stamp. 14:34:43
15 Still now on the screen it's not a Bates stamp, 14:34:47
16 but you're saying that you received it from the 14:34:51
17 debtor. Right now you are showing the Bates 14:34:53
18 stamp. 14:34:55

19 So what I said is, unless you give me the 14:34:56
20 source of the document, I'm not sure the 14:34:59
21 legitimacy of the document. But now that you said 14:35:00
22 that you got it from the debtor, I trust you and 14:35:04
23 I'm ready to respond to it. 14:35:06

24 Q Great. I appreciate your trust. 14:35:09

25 So this is -- contains a term sheet and 14:35:11

1 we're saying that by the attachment. I'll show
2 you the attachment. I'm just going through the
3 document to make sure we're all on the same page.

14:35:17

4 And it is sent to you, David Gefner, and
5 Abe Goldberger at Perigrove domains.

14:35:24

14:35:28

6 Were Mr. Gefner and Mr. Goldberger
7 involved in the 1018 acquisition?

14:35:32

14:35:34

8 A Yes.

14:35:40

9 Q And what was their role in that
10 acquisition, their respective role?

14:35:42

14:35:45

11 A I don't know their role.

14:35:48

12 Q And I -- I apologize, I was talking over
13 you trying to clarify my question because it was a
14 bad question.

14:35:52

14:35:55

14:35:57

15 A That's okay. That's just been a habit of
16 you.

14:35:57

14:36:02

17 So why don't I tell you about this
18 document the way I read it. This is a document
19 from Charles Gassenheimer who is known to have
20 verbal diarrhea when he writes. So he was writing
21 something here to all these folks. I don't know
22 if it was either received or communicated with,
23 but I -- I remember this far, he was just writing.

14:36:04

14:36:06

14:36:08

14:36:12

14:36:14

14:36:19

24 So what did he write in here: Abe and
25 Isaac and team, please be introduced to senior

14:36:22

14:36:25

1 management of Corizon. This is on December 1st. 14:36:26
2 I understand 11:45 a.m. Eastern is a good 14:36:30
3 for a kickoff call. Please stand by for Teams 14:36:34
4 invitation from Corizon. I've endeavored to work 14:36:38
5 through initial set of numbers for the Corizon 14:36:40
6 management as well as ankura are restructuring 14:36:43
7 professionals. Please find enclosed a strawman 14:36:48
8 that will hopefully help crystalize our 14:36:50
9 conversations on getting the cash requirements 14:36:53
10 around restructuring of Corizon. You will see 14:36:55
11 that we're separately added the funding needs for 14:36:58
12 PharmaCorr that are hopefully consistent with our 14:37:01
13 discussions yesterday. The two bracket items, one 14:37:05
14 is the amount funding needed post-filing of CZ, 14:37:06
15 probably Corizon. That largely depends on key 14:37:11
16 assumptions that together we make on the business 14:37:14
17 plan. Therefore, this is an invitation to begin 14:37:17
18 those conversations. The second is the amount 14:37:21
19 being paid to Flacks. While this has been agreed 14:37:24
20 between the principals, yourselves and Michael, 14:37:28
21 Michael hasn't provided approval to disclosure 14:37:30
22 that amount to CZ management at this time. 14:37:34
23 Regards, Charles. Sent from my iPhone. 14:37:38
24 What is your question about this document? 14:37:40
25 Q So my question was: What role did Abe 14:37:43

1 Goldberger play in the 1018 acquisition of the 14:37:52
2 equity? 14:37:57

3 A I don't recall. 14:37:58

4 Q What role did David Gefner play in the 14:38:00
5 1018 acquisition of the equity? 14:38:03

6 A I don't recall, if any. 14:38:06

7 Q Okay. Is Joel Eizikowits someone that was 14:38:08
8 involved in 1018's acquisition of the equity? 14:38:16

9 A No clue. 14:38:20

10 Q I couldn't understand that, Mr. Lefkowitz. 14:38:21

11 A I have no clue. 14:38:24

12 Q Okay. Do you know who Joel Eizikowits is? 14:38:26

13 A No. 14:38:30

14 Q Okay. And the last paragraph, they say, 14:38:30
15 the amount being paid Flacks has been agreed 14:38:38
16 between the principals, yourselves, and Michael. 14:38:41

17 Is that referencing an agreement between 14:38:44
18 1018 and Michael Flacks, as to the amount being 14:38:50
19 paid to him? 14:38:55

20 A I don't see one word 1018 on this 14:38:57
21 document. So what are you taking 1018 from? 14:39:00

22 Q I'm asking. If it -- if it's not 1018 -- 14:39:03

23 A You asked something about 1018. I'm 14:39:10
24 reading the document. I don't see a word of 1018 14:39:12
25 here. 14:39:16

1 Q So it says, While this has been agreed 14:39:16
2 between the principals, yourself, and Michael. 14:39:19
3 A I have no idea what he's referring to 14:39:21
4 here. 14:39:23
5 Q Well, it said -- 14:39:23
6 A Does it say anything here about the 14:39:24
7 acquisition of -- of the equity. It says -- it's 14:39:26
8 referencing to something. I have no clue what 14:39:30
9 he's referencing it to. 14:39:32
10 Q Well, it's referencing an amount being 14:39:35
11 paid to Flacks. 14:39:38
12 Did you and Mr. Goldberger -- 14:39:39
13 A Might amount -- amount being played to 14:39:43
14 Flacks for a boat, for a plane, for equity, for 14:39:44
15 what. 14:39:47
16 Q Did you and Mr. Goldberger buy a plane 14:39:48
17 from Michael Flacks? 14:39:52
18 A I have no idea what this is referring to, 14:39:52
19 but we have been negotiating other matters with 14:39:54
20 the Flacks other than Corizon, so yes. 14:39:56
21 Q So is there a reason why Michael Flacks 14:40:00
22 would not -- would need to provide approval for 14:40:10
23 you to disclose the amount you were offering to 14:40:14
24 something else to Corizon management? 14:40:17
25 MS. HAYWARD: Objection. 14:40:20

1 A I have no idea -- I have no idea what this
2 document is. I'm not the author of this document.
3 I don't know if I ever received or read this
4 document. I believe I'm reading this document for
5 the very first time, which is okay.

6 | 0 Okay.

7 A I have no idea what this document is
8 referring to.

9 Q All right. So let's go to the attachment.

10 MR. HEMENWAY: Malcolm, it should be just
11 the next Bates number. All right. Stand by.

12 REMOTE TECHNICIAN: And just to comment,
13 Counsel, it looks like we may have lost the
14 witness' video again. Just wanted to make you
15 aware of that.

16 MR. HEMENWAY: Yeah. I was looking at
17 these documents. I hadn't realized.

18 Mr. Lefkowitz, can you log out and log
19 back in?

20 THE WITNESS: Yes.

21 MR. HEMENWAY: Just one second. I hear
22 your phone ringing. Is this a good time for a
23 break?

24 THE WITNESS: Nothing is more important
25 than this deposition.

1 MR. HEMENWAY: Appreciate that. 14:41:22

2 THE WITNESS: So I'm leaving the meeting 14:41:24

3 and I'm coming back in. 14:41:25

4 MR. HEMENWAY: All right we see you now. 14:42:08

5 BY MR. HEMENWAY: 14:42:09

6 Q Mr. Lefkowitz, I'll point out in the 14:42:09

7 bottom corner of this is a debtor Bates number and 14:42:11

8 it's the next consecutive number to the document 14:42:14

9 we just looked at that was attached to the e-mail. 14:42:17

10 (Exhibit 2 marked for identification.) 14:42:21

11 A Correct. 14:42:21

12 Q So I'm just going to very briefly go back 14:42:21

13 to that document so you can see there was an 14:42:28

14 attachment there, Corizon term sheet. 14:42:30

15 This is the attachment. 14:42:33

16 A Okay. 14:42:39

17 Q And I just want to scroll down and ask you 14:42:39

18 about this section right here. 14:42:42

19 So the term sheet that was sent by 14:42:52

20 Mr. Gassenheimer contemplates a Chapter 11 filing 14:42:56

21 on December 20th up here. And then -- 14:43:01

22 A Could you scroll up to the first sheet? 14:43:06

23 Q Sure. 14:43:10

24 A And what does it say on the top, the very 14:43:10

25 first line in. 14:43:12

1 Q It says Non-Binding Term Sheet. 14:43:13
2 A Above that. 14:43:16
3 Q Oh, A&P Draft. 14:43:18
4 A I have no idea what A&P is, but I do know 14:43:21
5 what draft is. I have no idea what this term 14:43:25
6 sheet is about, but I do know what non-binding 14:43:28
7 is. I have no idea about this document and I will 14:43:31
8 not testify to any of the contents of this 14:43:32
9 document. You're wasting your time. I have no 14:43:34
10 clue what this document -- what this draft is and 14:43:38
11 what this non-binding agreement is. 14:43:39

12 Q Okay. So down here where it says roll-up, 14:43:42
13 it says around December 20th, DHS and certain 14:43:52
14 subsidiaries shall initiate a Chapter 11 case in 14:43:53
15 bankruptcy court in Delaware. 14:43:55

16 Do you see that? 14:43:57

17 A Yes. 14:43:59

18 Q And then in the next section, it 14:43:59
19 contemplates a DIP facility. 14:44:05

20 Do you know what DIP stands for in the 14:44:12
21 context of bankruptcy? 14:44:15

22 A Yes, I do. 14:44:16

23 Q And what does it stand for, Mr. Lefkowitz? 14:44:18

24 A Debtor in possession. 14:44:24

25 Q And eventually, when Corizon eventually 14:44:25

1 filed for bankruptcy, there was a debtor in 14:44:34
2 possession on the loan, wasn't there? 14:44:36

3 A What does that have to do with the price 14:44:40
4 of tea in China? Why did you just jump away from 14:44:43
5 this document? 14:44:50

6 Q I just asked a question, Mr. Lefkowitz. 14:44:51
7 You can answer it or choose not to. 14:44:53

8 A You refuse to stay on course. You opened 14:44:55
9 up a draft document of a non-binding document that 14:44:58
10 Mr. Gassenheimer sent to multiple parties and 14:45:03
11 you're asking me to testify on this document. I 14:45:06
12 told you that I've never read this document, I 14:45:08
13 have no idea about this document. It's a 14:45:13
14 meaningless piece of an exhibit that's in front of 14:45:14
15 me. 14:45:17

16 You want to continue, I can read the 14:45:18
17 entire document. And I read English well and I 14:45:20
18 understand the definition of every word in this 14:45:24
19 document. But I have zero knowledge about this 14:45:27
20 document. 14:45:32

21 Q So in the second part of the table, it 14:45:32
22 says, Buyer shall provide senior secured loans, 14:45:34
23 and it lists out loan to Corizon Health in an 14:45:38
24 amount, and it has 7 million filled in, references 14:45:43
25 a PharmaCorr prepetition loan. 14:45:46

1	You can see that --	14:45:48
2	A Mr. Hemenway, every single person on this	14:45:51
3	Zoom except for Mr. Cross is getting paid from the	14:45:57
4	debtor. You are draining huge amounts of legal	14:46:00
5	fees from the debtor by going through a document	14:46:06
6	that I told you that I have zero knowledge of this	14:46:09
7	information of this document. Not some knowledge,	14:46:13
8	zero knowledge.	14:46:16
9	Why do you continue to interrogate a draft	14:46:18
10	non-binding executed term sheet where the words	14:46:23
11	Perigrove 1018 is not listed on this document? I	14:46:32
12	I'm here as a corporate representative of	14:46:35
13	Perigrove 1018, and you're constantly deviating to	14:46:38
14	other areas where I have zero knowledge.	14:46:41
15	Q Thank you, Mr. Lefkowitz.	14:46:48
16	So let's go back to the term sheet that	14:46:51
17	was sent to 1018 three days before the transaction	14:46:53
18	where they acquired the equity --	14:46:56
19	MS. HAYWARD: Objection, form.	14:46:58
20	Q Do you see that this contemplated a loan	14:47:00
21	right here and right here?	14:47:03
22	When 1018 acquire the equity did it	14:47:09
23	provide a loan?	14:47:13
24	A To any of --	14:47:16
25	MS. HAYWARD: Objection, form.	14:47:17

1 A You just -- you just said a 14:47:17
2 misrepresentation, that this was sent to 1018. 14:47:20
3 1018 never received this. So why did you say that 14:47:23
4 when you sent it to the 1018? 1018 never got this 14:47:28
5 document. 14:47:31

6 Q Okay. So let's go back to the document. 14:47:34
7 It's sent to Abe Goldberger, David Gefner, and -- 14:47:36

8 A Why don't -- why don't we say, okay, and 14:47:40
9 let's try to be accurate with the information that 14:47:42
10 you're putting on the record. 14:47:44

11 Q I'm trying -- 14:47:46

12 A This e-mail was -- this e-mail was 14:47:46
13 never -- this e-mail was never sent to Perigrove 14:47:49
14 1018. It was never given to 1018. 1018 has zero 14:47:52
15 knowledge of this document. 14:47:57

16 Q Okay. So this was sent to Mr. Goldberger, 14:48:01
17 Mr. Gefner, and you at Perigrove, LLC. 14:48:04

18 A That's what the document says. So what 14:48:11
19 does that got to do with today's deposition of 14:48:14
20 1018? 14:48:19

21 Q The document says Perigrove.com. 14:48:19

22 A Okay. 14:48:22

23 Q It doesn't say Perigrove LLC or 1018. 14:48:22

24 A Perigrove 1018 does not have a domain 14:48:27
25 Perigrove.com. 14:48:30

1 Q What's Perigrove 1018's domain? 14:48:30
2 A Does not have a domain. 14:48:32
3 Q Okay. So this e-mail was sent to 14:48:35
4 Mr. Goldberger, Mr. Gefner, and you days before 14:48:41
5 1018 acquired the equity, but it wasn't sent to 14:48:45
6 1018 according to you, correct? 14:48:49
7 A Probably before 1018 became in existence. 14:48:51
8 What's the date that 1018 became in existence? 14:48:56
9 Q I don't have that in front of me. So -- 14:48:58
10 A But you don't have that in front of you, 14:48:59
11 but you have that information. 14:49:02
12 Q Did 1018 provide a loan to -- 14:49:03
13 A I'm asking -- I'm asking -- I'm asking you 14:49:07
14 a question. 14:49:08
15 When did 1018 become in existence? If 14:49:09
16 1018 was not in existence on December 1st, why are 14:49:12
17 you asking 1018 about a document that's dated 14:49:17
18 December 1st? 14:49:21
19 Q Mr. Lefkowitz, I'm conducting a 14:49:21
20 deposition. You can ask me questions. I'm happy 14:49:24
21 to stay on the line -- 14:49:25
22 A And I'm making sure -- and I'm making sure 14:49:29
23 the deposition that I'm here for is clear and 14:49:30
24 accurate and it's not being warped by your 14:49:32
25 questioning. 14:49:36

1 December 1st, 2021, an e-mail from a 14:49:37
2 Charles Gassenheimer to a bunch of people, to a 14:49:41
3 group of people and the debtor produced it as part 14:49:45
4 of a production of documents does not mean that 14:49:48
5 Perigrove 1018 was even in existence December 1st, 14:49:51
6 '21. Does not mean that Perigrove 1018 even knew 14:49:56
7 about this document. So you need to move on or 14:49:59
8 something, that we don't have in our possession. 14:50:04
9 Q I'm really trying hard to. 14:50:05
10 A You're not. You're trying to create a 14:50:09
11 false record. 14:50:12
12 Q Okay. So I'm going to ask this question 14:50:14
13 again. 14:50:19
14 Did Perigrove 1018 provide a loan to any 14:50:22
15 of the entities of which it acquired the equity? 14:50:29
16 A Question was answered. The -- the 14:50:36
17 acquisition of equity was a complex transaction, 14:50:40
18 part of an M&A between 1018 and the Flacksgroup. 14:50:45
19 Q It was part of a complex transaction is 14:50:53
20 not an answer to, did it provide a loan. 14:50:56
21 Did it provide a loan? 14:51:00
22 A I can't give you any other answer other 14:51:00
23 than what I'm answering. 14:51:03
24 Q Okay. At what point did 1018 decide that 14:51:05
25 these entities shouldn't file for bankruptcy 14:51:18

1 protection? 14:51:24

2 A They also didn't decide to shovel snow. 14:51:24

3 They didn't have to decide something that's not 14:51:29

4 part of their decision. 14:51:32

5 Q Can you explain that? 14:51:34

6 A And your question again? 14:51:37

7 Q Well, let's back up. When you talked 14:51:42

8 about the acquisition earlier -- 14:51:45

9 A Right. 14:51:47

10 Q -- you said that the entities were 14:51:47

11 contemplating filing for bankruptcy protection. 14:51:52

12 A Correct. 14:51:57

13 Q After Perigrove 1018 acquired the equity 14:51:57

14 in these entities, did they file for bankruptcy 14:52:03

15 protection? 14:52:07

16 A No. 14:52:07

17 Q What changed? 14:52:08

18 A They felt that they don't need bankruptcy 14:52:12

19 protection. They can pay off the creditors 14:52:17

20 without intervention of the courts. 14:52:21

21 Q Who is they, Mr. Lefkowitz? 14:52:23

22 A 1018. 14:52:27

23 Q Okay. At what point did 1018 make that 14:52:27

24 decision? 14:52:30

25 A The day they acquired it. 14:52:30

1 Q And what was the basis for that decision? 14:52:32
2 A Different business strategy. 14:52:34
3 Q What was the different business strategy? 14:52:38
4 A How to run and grow a business. 14:52:45
5 Q Did Perigrove 1018 put more money into the 14:52:48
6 entities? 14:52:52
7 A At what point? 14:52:52
8 Q The -- the first week that -- after it 14:52:53
9 acquired it. 14:52:57
10 A I don't have that information in front of 14:53:00
11 me. 14:53:03
12 Q Did it take money out of the entities? 14:53:03
13 A No. 14:53:05
14 Q Okay. So once Perigrove 1018 acquired the 14:53:08
15 equity, how did it manage Corizon? 14:53:17
16 A Corizon was managed on its own, its own 14:53:21
17 management. 14:53:25
18 Q Who made decisions for Corizon after 14:53:25
19 Perigrove 1018 acquired the entity? 14:53:29
20 A Which decisions? 14:53:32
21 Q Decisions on contracts. 14:53:34
22 A Corizon management. 14:53:42
23 Q And are you part of Corizon management? 14:53:45
24 A Director of Corizon, was a director of 14:53:48
25 Corizon. Yes. 14:53:54

1 Q Okay. So Perigrove 1018, which you are in 14:53:54
2 charge of, left decision-making for Corizon to 14:54:00
3 Corizon management, which you are a part of, 14:54:09
4 correct? 14:54:12

5 A Correct. 14:54:12

6 Q Okay. Who made the decisions at 1018 as 14:54:13
7 to who should run the companies that it held the 14:54:25
8 equity for? 14:54:30

9 A They just acquired the equity. The 14:54:31
10 companies were run on their own. There was 14:54:37
11 existing management in place. 14:54:38

12 Q So if M2Holdco needed a new CEO, M2Holdco 14:54:39
13 made that decision on its own? 14:54:47

14 A Correct. 14:54:48

15 Q What about Corizon? 14:54:49

16 A Every single entity. 14:54:53

17 Q Okay. At what point did Perigrove 1018 14:54:56
18 decide to restructure the Corizon entities via a 14:55:05
19 divisional merger? 14:55:14

20 A Sometime in the first quarter of '22. 14:55:18

21 Q January '22?

22 A I said first quarter. I don't know the 14:55:26
23 exact date. 14:55:29

24 Q Okay. What were the first steps that 14:55:29
25 Perigrove 1018 took for that? 14:55:36

1 A Ask management to get counsel involved. 14:55:39
2 Q And which counsel was that, Mr. Lefkowitz? 14:55:43
3 A It was multiple law firms. 14:55:47
4 Q Do you remember any of them? 14:55:51
5 A White & Case, McDermott. 14:55:55
6 Q Okay. And -- and at what point was the 14:55:58
7 decision made -- scratch that. 14:56:10
8 When the decision was made to pursue the 14:56:17
9 divisional merger in the first quarter 2022, as 14:56:20
10 you said, what was the plan for the company 14:56:24
11 following the merger? 14:56:26
12 A Which company? 14:56:29
13 MR. KAUFMAN: Hold on, Isaac. For the 14:56:32
14 record, Aaron Kaufman for the debtor. We're 14:56:34
15 starting to veer into some attorney-client 14:56:35
16 privilege. So I'll just instruct the witness, at 14:56:38
17 least from the debtor's perspective now that we've 14:56:40
18 named counsel for the debtor, let's not get into 14:56:43
19 the discussions and the decisions made based on 14:56:46
20 advice of counsel. 14:56:48
21 MR. HEMENWAY: Sure. I'm asking a much a 14:56:51
22 simpler question. 14:56:54
23 Q After the divisional merger, what 14:56:54
24 companies were going to exist? 14:56:57
25 A Every company. 14:57:01

1 Q So the divisional merger involved 14:57:04
2 combining companies and then splitting them into 14:57:08
3 two companies. 14:57:11

4 What were those two companies, 14:57:13
5 Mr. Lefkowitz? 14:57:14

6 A More than two. It was multiple companies. 14:57:16
7 You have all the divisional merger information. 14:57:18

8 Q Okay. Perigrove 1018 owns the equity in 14:57:23
9 YesCare, correct? 14:57:31

10 A No. You asked that question twice and I 14:57:32
11 said twice no. And you're coming in on the third 14:57:34
12 time from behind the door and ask the question 14:57:37
13 again to try to trap me to say yes. And I said 14:57:41
14 absolutely not. 1018 does not own any equity or 14:57:46
15 any involvement in YesCare. I hope -- 14:57:51

16 Q I see. 14:57:55

17 A -- it's clear for the third time. 14:57:55

18 Q What was 1018's involvement in planning 14:57:59
19 the launch of YesCare? 14:58:08

20 A Zero. 14:58:13

21 Q All right. 14:58:13

22 MR. HEMENWAY: Let's pull up exhibit -- 14:58:15
23 actually, we'll come back to that. 14:58:44

24 Q In connection with the divisional merger, 14:58:46
25 you mentioned White & Case. 14:58:49

1 Did Perigrove 1018 engage a financial 14:58:51
2 advisor as well? 14:58:56

3 A I don't recall. 14:58:58

4 Q And I don't -- my term financial advisor 14:59:03
5 is not that exact. 14:59:07

6 Did Perigrove 1018 engage FTI? 14:59:08

7 A I don't believe so. 14:59:14

8 Q You believe so, or you don't believe so? 14:59:14

9 A I don't believe so. 14:59:21

10 Q Okay. 14:59:23

11 MR. HEMENWAY: Let's pull up -- give me 14:59:23
12 the Bates number then. Yeah. It's Debtor -- can 14:59:37
13 we pull up Debtor169745? 14:59:47

14 REMOTE TECHNICIAN: Stand by. I 15:00:07
15 apologize, Counsel, I -- 15:00:08

16 MR. HEMENWAY: We may not that have one. 15:00:09
17 We're getting it right now. 15:00:11

18 MR. KAUFMAN: Zach, can you say that 15:00:15
19 number again? 15:00:16

20 MR. HEMENWAY: 169745, I believe. 15:00:18

21 REMOTE TECHNICIAN: All right. Hold on, I 15:00:43
22 apologize. This is -- looks like a file type I'm 15:00:45
23 not able to open. 15:00:48

24 MR. HEMENWAY: All right. Why don't we 15:00:51
25 take -- why don't we take a ten-minute break and 15:00:52

1 we'll get our technical issues sorted out here. 15:00:55
2 THE WITNESS: Can I ask you a question, 15:00:58
3 Zach? How long do you think we're going to be 15:01:00
4 going here? 15:01:02
5 MR. HEMENWAY: Right now, 10 minutes. 15:01:03
6 MS. HAYWARD: No. How long do -- 15:01:06
7 THE WITNESS: Oh, 10 minutes -- 15:01:06
8 MS. HAYWARD: -- you think we're going to 15:01:08
9 be going he asked, not gone. 15:01:08
10 MR. HEMENWAY: I'm not sure. I've got 15:01:10
11 some more exhibits for sure, so we'll -- we'll see 15:01:15
12 when we come back. 15:01:18
13 THE VIDEOGRAPHER: All right. The time is 15:01:20
14 3:01 p.m. We're off the record. 15:01:21
15 (Whereupon a break was had.) 15:01:23
16 THE VIDEOGRAPHER: All right. The time is 15:14:32
17 3:14 p.m. Back on the record. 15:14:41
18 MR. HEMENWAY: Okay. So let's go ahead 15:14:43
19 and pull up the next exhibit which is going to be 15:14:45
20 the Debtor169745. 15:14:48
21 (Exhibit 3 marked for identification.) 15:14:48
22 BY MR. HEMENWAY: 15:14:48
23 Q And Mr. Lefkowitz, take your time reading 15:14:56
24 this e-mail. I -- you are not a recipient of this 15:14:58
25 e-mail, so get that out of the way ahead of time 15:15:02

1 to avoid any confusion. 15:15:05

2 A Just want to go on the record that I just 15:15:07
3 received an e-mail from a news reporter asking me 15:15:10
4 about multiple questions that I've been asked 15:15:15
5 today in the deposition. So obviously, there are 15:15:18
6 people on this group who have a different agenda 15:15:20
7 than just discovery on behalf of the UCC. 15:15:24

8 So I really would like to put that on the 15:15:29
9 record, that it's highly unappreciated using this 15:15:33
10 deposition before it even gets corrected or even 15:15:38
11 get a chance to correct it to leak information to 15:15:43
12 the press. 15:15:46

13 MS. HAYWARD: Sorry, Isaac, who did you 15:15:46
14 get an e-mail from? 15:15:48

15 THE WITNESS: From a news reporter. 15:15:49

16 MS. HAYWARD: Is there a reporter present? 15:15:52

17 THE WITNESS: I don't think the reporter 15:15:56
18 is present, but there's somebody here on the -- on 15:15:57
19 the 2004 exam that's been leaking information to a 15:16:00
20 news reporter. Otherwise, they would have never 15:16:03
21 ever known about the questions and answers that 15:16:06
22 went on today. 15:16:09

23 We'll deal with it in course. I just 15:16:11
24 wanted to be -- approach that, you know, before to 15:16:13
25 even have a chance to correct the transcribed 15:16:22

1 deposition before it leaked -- gets leaked out to 15:16:25
2 the outside world. 15:16:27

3 MR. HEMENWAY: Understood. Are we back on 15:16:31
4 the record? 15:16:34

5 THE WITNESS: Yes. 15:16:36

6 MR. HEMENWAY: Sorry, I was asking the 15:16:37
7 videographer. 15:16:39

8 THE VIDEOGRAPHER: We've been on the 15:16:41
9 record. 15:16:43

10 MR. HEMENWAY: Great. Thank you. 15:16:43

11 BY MR. HEMENWAY: 15:16:44

12 Q So Mr. Lefkowitz, this is a document 15:16:45
13 produced by the debtor. You're not a recipient. 15:16:49
14 I want to ask about, first of all, who is Sarah 15:16:53
15 Tirschwell? 15:16:55

16 A I will not answer any questions if I'm not 15:16:56
17 a recipient. Move on. 15:16:58

18 Q Do you not know who -- 15:17:02

19 A You can ask me who Sarah Tirschwell is, 15:17:04
20 but you can close this down. I'm not a recipient. 15:17:07

21 Q Okay. We'll minimize the document. 15:17:10

22 Who is Sarah Tirschwell? 15:17:12

23 A Sarah Tirschwell was hired by Geneva 15:17:15
24 Consulting to be CEO for -- 15:17:20

25 Q And who made the decision to hire her? 15:17:25

1 A I did. 15:17:26

2 Q And why did you choose Ms. Tirschwell? 15:17:26

3 A We were looking -- I fired James Hyman and 15:17:31

4 we were looking for a replacement. 15:17:37

5 Q And what was the scope of her authority as 15:17:38

6 the CEO of Corizon? 15:17:41

7 A Wasn't more for authority; it was more for 15:17:43

8 business development to go out and get new 15:17:47

9 business. 15:17:49

10 Q Okay. Let's go ahead and pull the 15:17:49

11 document back up. 15:17:52

12 So this document is dated January 31st, 15:17:56

13 2022, and says, Sounds like Perigrove wants 15:18:01

14 Florida. 15:18:04

15 A I told you I will not respond to a 15:18:08

16 document that I'm not a recipient. 15:18:11

17 Q My question to you is: Was Perigrove 15:18:13

18 involved -- I'll actually ask it differently. 15:18:17

19 Was Perigrove 1018 involved in seeking new 15:18:20

20 business in the state of Florida? 15:18:26

21 A No. 15:18:28

22 Q Was Perigrove, LLC involved in seeking new 15:18:29

23 business in the state of Florida? 15:18:32

24 A I am not here on behalf of Perigrove, LLC. 15:18:34

25 Q Okay. 15:18:42

1 MR. HEMENWAY: Let's go to 111835 and have 15:18:47
2 that marked as an exhibit. 15:18:54

3 REMOTE TECHNICIAN: Stand by. Apologies, 15:19:01
4 Counsel. I see a 113011, but I -- I don't believe 15:19:06
5 I see -- 15:19:11

6 MR. HEMENWAY: We have 835 and we'll send 15:19:13
7 it to you if you don't have it. 15:19:16

8 REMOTE TECHNICIAN: I'm running a search, 15:19:19
9 but it looks like -- let me check this repository, 15:19:21
10 but I don't believe I have it up. There we go. 15:19:25
11 Great. 15:19:31

12 All right. Apologies about the delay. It 15:19:42
13 should be on screen now. 15:19:44

14 (Exhibit 4 marked for identification.) 15:19:48

15 BY MR. HEMENWAY: 15:19:48

16 Q So Mr. Lefkowitz, in Exhibit 4, you are 15:19:48
17 instructing someone at Corizon to form entities, 15:19:57
18 CHS entities. 15:20:03

19 What was the purpose of those entities? 15:20:08

20 A Where did you get this document from? 15:20:11

21 Q From the debtor. 15:20:13

22 A So why am I being deposed now about the 15:20:14
23 debtor? This is a debtor's deposition now? 15:20:19

24 Q Mr. Lefkowitz, tell me what your -- 15:20:24

25 A Yes. 15:20:25

1 Q -- address -- what does your e-mail 15:20:26
2 address say in the From line of this e-mail? 15:20:28
3 A il@perigrove.com. 15:20:30
4 Q So it was produced by the debtor, but you 15:20:38
5 as a director at Perigrove are telling the debtor 15:20:42
6 to form entities. 15:20:47
7 Why? 15:20:49
8 A What does that got to do with today's 15:20:53
9 deposition? 15:20:55
10 Q Today's deposition is about Perigrove 15:20:55
11 1018's management of the companies -- 15:20:58
12 A So asking -- so ask me the questions about 15:21:00
13 Perigrove 1018. Don't ask me questions about the 15:21:02
14 debtor or about Perigrove, LLC. 15:21:07
15 Q Mr. Lefkowitz, why -- 15:21:09
16 A Mr. -- Mr. Hemenway, I'm here since 8:30 15:21:11
17 in the morning. And by the way, I'm on Eastern 15:21:16
18 time so now it's 4:30 in the afternoon. So I am 15:21:20
19 sitting here for quite some time and multiple 15:21:22
20 deposition, and I'll be gladly to sit a few more 15:21:26
21 days for more depositions. 15:21:29
22 But your deposition needs to be accurate. 15:21:32
23 I have counsel here for Perigrove 1018. I don't 15:21:34
24 have counsel here for the debtor. I don't have 15:21:37
25 counsel here for YesCare, although Aaron Kaufman 15:21:40

1 is here. But if you have something that you want 15:21:43
2 to ask, you depose me on the debtor's side. 15:21:46

3 You want to ask something on Perigrove, go 15:21:49
4 ahead, serve Perigrove with a 2004 deposition 15:21:53
5 notice. I came this afternoon for Perigrove 1018. 15:21:56

6 Show me on this document the words 1018. 15:22:00

7 Q So Mr. Lefkowitz -- okay. I've got an 15:22:05
8 echo. 15:22:10

9 A Your echo has nothing to do with me. 15:22:13

10 Q So Mr. Lefkowitz, so I understand what 15:22:18
11 you're saying, if the e-mail domain does not say 15:22:21
12 Perigrove 1018, you are not communicating on 15:22:26
13 behalf of Perigrove 1018? 15:22:29

14 A I didn't say that. I said, if you have 15:22:31
15 something to ask me about 1018, about a document 15:22:33
16 from 1018, I will respond to it. If you have a 15:22:36
17 question about 1018, I will respond to it. If 15:22:40
18 you're asking me about any other entity outside 15:22:43
19 the scope of 1018, I will not answer you. 15:22:47

20 Q So Mr. Lefkowitz, why is Perigrove 1018 15:22:51
21 asking Corizon to form these entities? 15:22:57

22 A Show me where 1018 is asking Corizon to 15:23:00
23 form entities. 15:23:04

24 Q Is it your testimony that it's not? 15:23:05

25 A That 1018 asked, I have no knowledge of 15:23:06

1 1018 asking anybody anything. 15:23:10

2 Q So the document that we're looking at is 15:23:13

3 the equity owner of Corizon asking it to form 15:23:17

4 entities? 15:23:22

5 A No. 15:23:22

6 Q The third party? 15:23:22

7 A No. The answer is no. You're making an 15:23:24

8 assumption, and you're trying to make something 15:23:30

9 up. There's no request here from 1018 to do 15:23:33

10 anything. 15:23:36

11 Q What would a request from 1018 look like, 15:23:38

12 Mr. Lefkowitz? Would it sign it -- 15:23:42

13 A I don't know. 15:23:42

14 Q -- Isaac Lefkowitz, Perigrove 1018? 15:23:44

15 A Don't -- don't ask eventualities and don't 15:23:46

16 ask assumptions. You have an accurate fact, I 15:23:51

17 will clarify it for you. If you have a fact that 15:23:54

18 1018 asked something or 1018 did something, as 15:23:57

19 1018 representative I'm ready to testify. I'm not 15:24:03

20 here to help you with your assumptions. 15:24:08

21 Q So as the 1018 representative, do you know 15:24:10

22 why these CHS entities were formed? 15:24:13

23 A As a 1018 representative, I will not 15:24:17

24 respond to a document that does not belong to 15:24:20

25 1018. 15:24:24

1 Q 1018 did not produce any documents. You 15:24:27
2 understand that, right? 15:24:29
3 A 1018 did what they're obligated to do. 15:24:32
4 Q Okay. So but if you won't respond to a 15:24:35
5 document that wasn't produced by 1018, then you're 15:24:40
6 refusing to respond to questions about -- 15:24:43
7 A I did not say that. I said a document 15:24:45
8 that 1018 is not involved in. I didn't say a 15:24:47
9 document that 1018 didn't produce. If you can 15:24:50
10 show me a document that 1018 had an involvement in 15:24:53
11 it, then 1018's representative, which is myself, 15:24:56
12 will testify. 15:25:00
13 Q And -- 15:25:01
14 A You're bringing me a document -- if you're 15:25:01
15 bringing me a document that 1018 did not produce, 15:25:04
16 that 1018 did not write, that 1018 wasn't 15:25:07
17 involved, the answer is no response. 15:25:11
18 Q And what is your basis for considering the 15:25:12
19 document we're looking at not to be a document 15:25:15
20 that 1018 wrote or was involved in? 15:25:17
21 A Doesn't say anything in this document that 15:25:20
22 1018 was involved in it. 15:25:23
23 Let's -- let's put it this way, 15:25:29
24 Mr. Hemenway: There's no secret that I'm a 15:25:32
25 director of multiple, multiple, multiple 15:25:36

1 companies, that I'm a board member of multiple, 15:25:40
2 multiple, multiple companies. There's no secret 15:25:43
3 about that. It's been disclosed to the court. 15:25:45
4 It's been disclosed in the litigation. 15:25:49

5 The fact that you're making an assumption 15:25:50
6 that me as a director of one company did or asked 15:25:53
7 or requested another company that, is totally 15:25:58
8 inaccurate. 15:26:01

9 So if -- right now we're spending time on 15:26:03
10 a deposition notice for Perigrove 1018. Melissa 15:26:06
11 Hayward is counsel to that firm and I am the 15:26:13
12 corporate director of that firm. 15:26:17

13 You have not showed me a document that 15:26:18
14 Perigrove 1018 or I, myself, on behalf of 1018 has 15:26:21
15 requested, has written, has responded to. You're 15:26:24
16 trying to connect dots that don't connect. I'm 15:26:30
17 not here to help you. I'm here to respond to you. 15:26:33

18 Q So Perigrove 1018 owned Corizon at the 15:26:43
19 time of this e-mail? 15:26:56

20 A No. 15:26:58

21 Q Perigrove 1018 does not have an equity 15:27:01
22 interest in Corizon as of February 21st, 2022? 15:27:05

23 A No. 15:27:08

24 Q At what point after acquiring the equity 15:27:09
25 interest in December 2021, did Perigrove 1018 15:27:15

1 divest its equity interest in Corizon? 15:27:19

2 A Never had an interest in Corizon. 15:27:22

3 Q I see. As of February 21st, 2022, the 15:27:24

4 date of this e-mail, Perigrove had an equity 15:27:30

5 interest in Corizon's parent company, correct? 15:27:33

6 A Yes. 15:27:36

7 Q And you are sending an e-mail directing 15:27:36

8 Corizon to take an action? 15:27:46

9 A Me? In which company? 15:27:50

10 Q I'm just saying you as a person. 15:27:52

11 A That's not what -- 15:27:56

12 Q You -- 15:27:57

13 A That is not what I said to you earlier. 15:27:58

14 Me as a person, been -- been employed, been 15:28:00

15 working, been directed, been representative in 15:28:05

16 many companies. So when I write, I don't write as 15:28:10

17 a person. I wrote on behalf of a company. 15:28:14

18 As a person, I play golf. As a person, I 15:28:17

19 clean windows. As a person, I do my personal 15:28:20

20 stuff. 15:28:24

21 You're showing me a document. It's on 15:28:26

22 behalf of a company to a company. So you cannot 15:28:28

23 show me a document that 1018 -- Perigrove 1018, 15:28:32

24 the subject company of this deposition, directed 15:28:36

25 anyone to do anything. 15:28:40

Q I understand that's your -- that's your
position.

3 A If you -- so if you understand it, why do
4 you keep going back and forth again --

5 Q And --

6 A -- and asking -- and asking the question
7 in various forms? You're going to get the same
8 answer.

9 Perigrove 1018 has not been -- instructed
10 anyone at Corizon to do anything, other than
11 major, major decisions that 1018 was involved in,
12 in the management of any subsidiaries. I
13 testified to that.

14 Q What were those major decisions other than
15 filing for bankruptcy at --

16 A You asked me of an example and I gave you
17 an example. And back then before in the
18 deposition, said I will not give you more
19 examples.

If bankruptcy is not a major decision to you, then I can't give you any other examples.

Q I asked you if there were any others.

23 A What's that?

Q I asked you if there were any others.

25 A There were major decisions 1018 was

1 involved. You want to go back to that subject
2 again now? 15:29:48
15:29:51

3 Q Yeah. You just brought it up. What were
4 the major decisions? 15:29:52
15:29:54

5 A I brought it up because you keep coming
6 back in on the same question over and over and
7 over again, and I keep answering you over and over
8 add over again. And I'm trying to answer more
9 than the yes and the no and I don't know and I
10 don't recall. I'm giving you clear answers so you
11 get the information. 15:29:56
15:29:58
15:30:00
15:30:03
15:30:05
15:30:07
15:30:11

12 Perigrove 1018 was an independent entity
13 company that acquired the equity that controlled
14 the subsidiaries of 1018. Ultimately, down the
15 chain pole there was a company called Corizon
16 which is the debtor, or the former Corizon, which
17 is the debtor today. Has nothing to do with any
18 of the other Perigroves that you're trying to link
19 in. It has nothing to do with directions from one
20 company to another company using e-mail addresses.
21 You're trying to create dots that don't exist
22 clearly. 15:30:12
15:30:16
15:30:22
15:30:27
15:30:30
15:30:34
15:30:35
15:30:39
15:30:43
15:30:48
15:30:52

23 Q Here's my question, Mr. Lefkowitz. 15:30:58

24 A Sure. 15:31:01

25 Q And I want to be clear -- 15:31:03

1 A And if it's a question that you've asked 15:31:05
2 before, I will not answer it because I told you 15:31:08
3 that I have a time limitation. I have some -- I 15:31:11
4 got to pick up my grandkids from day camp and I 15:31:14
5 have a hard stop. And you're wasting time, 15:31:19
6 precious time of my time, precious legal time of 15:31:23
7 asking the question over and over and over in 15:31:26
8 different forms. So either you move on to a new 15:31:29
9 question or you're going to get the same answer. 15:31:33

10 Q Here's my question. 15:31:35

11 A Sure. 15:31:37

12 Q Are you saying that when you sent this 15:31:38
13 e-mail, you were not acting on behalf of Perigrove 15:31:41
14 101; yes or no? 15:31:48

15 A I did not say that. And you will not get 15:31:49
16 a yes or no. I said that I will testify on 15:31:53
17 anything that's related to 1018 on the document. 15:31:55
18 If it's not related to 1018 -- 15:32:00

20 Let's pull up -- 15:32:04

21 A Sure. 15 : 32 : 04

22 Q -- 348914. Mr. Lefkowitz, you're the one 15:32:06
23 that's talking about time limitations. I'm not 15:32:09
24 going to listen to a soliloquy and not get to ask 15:32:11
25 my questions. 15:32:15

1 MR. HEMENWAY: 318984, please. 15:32:16

2 REMOTE TECHNICIAN: Stand by. 15:32:23

3 MR. HEMENWAY: Thank you, Malcolm. 15:32:26

4 REMOTE TECHNICIAN: Apologize, I'm 15:32:33

5 looking. I'm not seeing it directly in front of 15:32:34

6 me right now. 15:32:37

7 MR. HEMENWAY: One second. 15:32:38

8 REMOTE TECHNICIAN: 348 -- 15:32:40

9 BY MR. HEMENWAY: 15:32:40

10 Q While that is coming up, go back to 15:32:42

11 something we talked about earlier. 15:32:47

12 MR. HEMENWAY: And Malcolm, just let me 15:32:48

13 know when you're ready but don't pull it up. 15:32:51

14 Q You mentioned that in planning the 15:32:53

15 divisional merger, you engaged counsel, mentioned 15:32:55

16 White & Case. Obviously, we're not going to talk 15:33:01

17 about the substance. 15:33:03

18 But who for Perigrove 1018 interacted with 15:33:04

19 White & Case on that project? 15:33:09

20 A I didn't say that Perigrove 1018 engaged 15:33:12

21 White & Case. This is something that you assumed 15:33:16

22 and you're making it up. 15:33:18

23 Q Did anyone from -- 15:33:20

24 A White -- White & Case -- White & Case was 15:33:21

25 engaged by Corizon and Valitas. Has nothing -- no 15:33:23

1 engagement was done by Perigrove 1018. 15:33:30

2 Q So -- 15:33:34

3 A It so happened -- is so happened, and I'm 15:33:34
4 a director of Perigrove 1018. I'm a director of 15:33:37
5 Valitas. And I'm a director of Corizon. And I 15:33:42
6 have personal familiarity with it. But Perigrove 15:33:44
7 1018, LLC never engaged White & Case. 15:33:47

8 Q So was the divisional merger of those big 15:33:52
9 decisions where Perigrove 1018 would be involved 15:33:58
10 with a company that it had equity in? 15:34:02

11 A The divisional merger was a major decision 15:34:04
12 that I, as a director of Perigrove 1018, was 15:34:08
13 involved in the approval process that Corizon and 15:34:12
14 Valitas understood. Yes. 15:34:17

15 REMOTE TECHNICIAN: And I don't want to 15:34:18
16 interrupt, but I am ready with that document 15:34:20
17 whenever, Counsel. 15:34:22

18 BY MR. HEMENWAY: 15:34:23

19 Q And as part of your involvement in that 15:34:23
20 process, did you -- were you -- you said the 15:34:26
21 approval process, I believe. 15:34:29

22 Were you involved in the planning process? 15:34:31

23 A The approval process. 15:34:34

24 Q Yeah. I was trying to clarify your 15:34:38
25 answer. 15:34:40

1 You mentioned the approval process. Were 15:34:40
2 you involved in any other processes associated 15:34:42
3 with the divisional merger? 15:34:44

4 A Is the approval process not enough? What 15:34:47
5 is the other process? 15:34:51

6 Q The planning. 15:34:52

7 A Planning the division merger is a 15:34:53
8 divisional merger. Documents speak for itself. 15:34:59

9 Q Okay. Did you interface with White & Case 15:35:03
10 on behalf of Perigrove 1018 in connection with 15:35:09
11 the -- 15:35:13

12 A No. No. 15:35:14

13 MR. HEMENWAY: All right. Malcolm, let's 15:35:17
14 pull that document up. 15:35:19

15 (Exhibit 5 marked for identification.) 15:35:27

16 Q We spoke early about FTI being engaged in 15:35:27
17 connection with the divisional merger. 15:35:31

18 Were you involved in that in your capacity 15:35:32
19 as director of Perigrove 1018? 15:35:35

20 A No. 15:35:39

21 Q So in the e-mail where you're looking at 15:35:40
22 providing direction to Corizon on cooperating with 15:35:46
23 FTI and that process, you're not acting on behalf 15:35:51
24 of Perigrove 1018? 15:35:56

25 A What process? 15:35:58

1 Q The divisional merger process with -- 15:35:59
2 A I don't see a word divisional -- I don't 15:36:02
3 see the word divisional merger here. I read the 15:36:04
4 whole e-mail. There's not one word of divisional 15:36:07
5 merger here. 15:36:10
6 Q I didn't say there was. 15:36:11
7 A You said divisional merger. 15:36:12
8 Q Mr. Lefkowitz -- 15:36:16
9 A On here it says from -- 15:36:17
10 Q FTI -- 15:36:18
11 A It says from Isaac Lefkowitz -- it says 15:36:20
12 from Isaac Lefkowitz, so il@perigrove to Jeff 15:36:24
13 Sholey, subject FTI. Doesn't say what about FTI. 15:36:24
14 Dated Monday, February 14 -- 15:36:28
15 Q Let's go to 348915. 15:36:31
16 A What? 15:36:34
17 Q Let's go to the attachment. 15:36:34
18 A This has an attachment? 15:36:37
19 Q Mr. Lefkowitz, this will go a lot faster 15:36:39
20 if you don't pretend you don't know why FTI was 15:36:43
21 hired. 15:36:45
22 MS. HAYWARD: Objection. 15:36:46
23 A Hired by whom? Hired by whom? 15:36:48
24 Q It doesn't matter for the question. We're 15:36:50
25 just trying to get through the -- 15:36:52

1 A It does. It does. 15:36:53

2 REMOTE TECHNICIAN: All right. One moment 15:36:59

3 Counsel, I'm bringing that up. 15:37:00

4 MR. HEMENWAY: Sure. 15:37:03

5 (Exhibit 6 marked for identification.) 15:37:17

6 Q Okay. So this is the attachment, 15:37:17

7 Mr. Lefkowitz. 15:37:19

8 A Okay. 15:37:19

9 Q FTI's preliminary information request 15:37:19

10 lists related to evaluation analysis of Corizon 15:37:22

11 Health. 15:37:25

12 Are you not aware of FTI doing evaluation 15:37:25

13 analysis in the context of the divisional merger? 15:37:31

14 A I am aware. 15:37:33

15 Q Okay. So going back to the parent e-mail 15:37:34

16 where this was sent to Jeff Sholey at Corizon 15:37:38

17 Health from il@perigrove, my question is: When 15:37:44

18 you told Jeff Sholey to get on this ASAP, were you 15:37:48

19 instructing him in your capacity as director at 15:37:55

20 Perigrove 1018? 15:38:01

21 A I don't recall under what capacity, but 15:38:03

22 there's not a word of 1018 in this document. 15:38:07

23 Q Okay. So you don't know what capacity. 15:38:11

24 Was Perigrove 1018 involved in the FTI 15:38:17

25 engagement? 15:38:21

1 A No. 15:38:21

2 Q Did you interact with FTI in any 15:38:21

3 capacity -- or sorry. 15:38:23

4 Did you interact with FTI as part of your 15:38:27

5 role at 1018? 15:38:28

6 A Part of the role for the debtor. As part 15:38:30

7 of the role for Corizon. 15:38:34

8 Q Okay. Did Perigrove 1018 receive any 15:38:36

9 payments from any of the entities that it had 15:38:49

10 purchased the equity in or acquired the equity in, 15:38:54

11 in December of 2021? 15:39:00

12 A Not that I'm aware of. 15:39:00

13 Q Okay. 15:39:02

14 MR. HEMENWAY: And let's -- let's pull up 15:39:05

15 that page 220 real quick. So that -- Malcolm, the 15:39:10

16 exhibit that was page 220. 15:39:15

17 REMOTE TECHNICIAN: Let me -- check 15:39:23

18 through -- I apologize, I don't -- do you have the 15:39:26

19 Bates number? That might make it easier to refer 15:39:31

20 to. 15:39:36

21 MR. HEMENWAY: -- number, but it reference 15:39:37

22 220 in the file name. Anna will resend it to you. 15:39:38

23 REMOTE TECHNICIAN: Okay. I -- yeah. I 15:39:39

24 believe this was marked in a previous deposition 15:39:41

25 but not this one, unless I'm mistaken. 15:39:44

1 Do you want it to be marked as Exhibit 7 15:39:53
2 or -- 15:39:56
3 MR. HEMENWAY: As Exhibit 7. We're just 15:39:56
4 going to put it up for a little bit. 15:39:58
5 REMOTE TECHNICIAN: Okay. 15:40:01
6 (Exhibit 7 marked for identification.) 15:40:01
7 BY MR. HEMENWAY: 15:40:15
8 Q All right. We looked at this earlier, Mr. 15:40:15
9 Lefkowitz. 15:40:15
10 My question is just about the two lines 15:40:15
11 that reference Perigrove. 15:40:17
12 A Correct. 15:40:20
13 Q Did Perigrove 1018 receive funds on either 15:40:20
14 of those dates of these amounts? 15:40:25
15 A No. 15:40:27
16 Q Okay. Then we can put that down. 15:40:28
17 MR. HEMENWAY: Let's go ahead and pull up 15:40:48
18 621804. 15:40:50
19 THE WITNESS: I think my camera is frozen 15:40:53
20 again. 15:40:55
21 MS. HAYWARD: It does appear that way. 15:40:56
22 MR. HEMENWAY: Yeah. 15:40:59
23 THE WITNESS: Log out -- 15:40:59
24 MR. HEMENWAY: Yeah. Go ahead and log out 15:40:59
25 and come back in and we'll pull up the document 15:41:00

1 while you're doing that. That will give Malcolm a
2 sec to pull it up.

3 REMOTE TECHNICIAN: All right. I have
4 that ready, Counsel. And do you want me to wait
5 until --

6 MR. HEMENWAY: Wait until he comes --

7 REMOTE TECHNICIAN: -- to put it on?

8 MR. HEMENWAY: -- so we're looking at it
9 at the same time.

All right. Let's go ahead and pull it up.

11 (Exhibit 8 marked for identification.)

12 BY MR. HEMENWAY:

13 Q So this is produced by the debtor, as you
14 can see, from the bottom right corner,
15 Mr. Lefkowitz. The second page is blank, but I'm
16 just going to scroll down to show that. It's just
17 the rest of the bottom e-mail signature. And you
18 see the bottom e-mail references a settlement
19 payment from Centurion.

Do you know what that is, Mr. Lefkowitz?

21 A I know what Centurion is. Yes.

22 Q Do you know what this settlement payment
23 was?

24 A No.

Q Okay. And then you respond from your

1 Perigrove e-mail saying that you will 15:42:25
2 provide -- you told Travis you would provide him, 15:42:31
3 and it looks like you're probably referencing 15:42:33
4 wire -- wiring instructions from down here. 15:42:37
5 That's the subject line. 15:42:41
6 A Okay. 15:42:45
7 Q And then you can see at the top, 15:42:46
8 Mr. Sholey sends Corizon wire instructions. 15:42:48
9 A Okay. 15:42:55
10 Q Do you know if you sent those to whomever 15:42:55
11 Travis is for the Centurion DOC settlement? 15:43:05
12 A I don't remember that. 15:43:10
13 Q Okay. 15:43:12
14 A What's on page 3? Keep scrolling down. 15:43:14
15 Q There's two pages. The second one is 15:43:17
16 blank. It's just the end of this signature. 15:43:20
17 A Okay. 15:43:23
18 Q So then let's go ahead and pull up the 15:43:23
19 later one. 15:43:26
20 MR. HEMENWAY: Let's go ahead and pull up 15:43:28
21 305428. 15:43:35
22 REMOTE TECHNICIAN: All right. I have 15:43:36
23 that. Stand by. 15:43:37
24 (Exhibit 9 marked for identification.) 15:43:53
25 BY MR. HEMENWAY: 15:43:53

1 Q In the prior document, just to refresh 15:43:55
2 your memory -- and I'll go back to it if you want 15:43:59
3 to confirm, but it was dated December 15th, 2021. 15:44:02
4 I'll put that up just to show you. 15:44:06

5 And this is dated later, and it starts 15:44:08
6 with you e-mailing a Travis Parham on Corizon 15:44:14
7 Centurion settlement, saying FedEx the settlement 15:44:20
8 check to Corizon C/O Perigrove, Spook Rock Road. 15:44:22

9 Which Perigrove are you referencing there, 15:44:29
10 Mr. Lefkowitz? 15:44:31

11 A I don't know. 15:44:33

12 Q Okay. And then Mr. Parham informs people 15:44:35
13 at Corizon that this was sent -- so do you know if 15:44:44
14 Perigrove received this check at this address? 15:44:50

15 A I don't know what this is about. 15:44:54

16 Q Do you -- 15:44:57

17 A I don't recall what this is about. 15:44:58

18 Q Okay. Is 351 Spock [sic] Road an address 15:44:59
19 that Perigrove uses? 15:45:07

20 A Which Perigrove? 15:45:09

21 Q Let's start with Perigrove 1018. 15:45:10

22 A No. 15:45:12

23 Q Okay. What address does Perigrove 1018 15:45:12
24 use? Where is Perigrove 1018's address? 15:45:23

25 A Brentwood, Tennessee. 15:45:27

1 Q And how long have Perigrove 1018's 15:45:31
2 addresses been in Brentwood, Tennessee? 15:45:35
3 A Since December of '21. 15:45:40
4 Q Okay. And they're still there today? 15:45:40
5 A Yes. 15:45:44
6 Q And that's where Perigrove 1018 conducts 15:45:45
7 business involving Corizon? 15:45:49
8 A You got to go back to the questions and 15:45:55
9 answers that were -- that was in previous 15:45:57
10 questioning -- line of questioning, that Perigrove 15:46:01
11 1018 does not have daily operations. It's only 15:46:05
12 involved in major decisions. 15:46:08
13 So when you're saying conducting business, 15:46:09
14 making it sound like there was something going on 15:46:12
15 every day. 15:46:14
16 Q Yeah. And I appreciate the clarification. 15:46:15
17 When Perigrove 1018 is dealing with those 15:46:19
18 major decisions, that is the office where it 15:46:22
19 conducts that business? 15:46:24
20 A Doesn't do major decisions from an office. 15:46:26
21 It's virtual. 15:46:29
22 Q Understood. Okay. 15:46:30
23 MR. HEMENWAY: Let's pull up 165274. 15:46:33
24 (Exhibit 10 marked for identification.) 15:46:40
25 REMOTE TECHNICIAN: Stand by. 15:46:40

Conducted on August 14, 2023

74

1 BY MR. HEMENWAY: 15:46:40

2 Q Mr. Lefkowitz, I believe you said earlier 15:46:45
3 that Perigrove 1018 engaged Sarah Tirschwell to 15:46:47
4 become the CEO of Corizon in December 2021; is 15:46:53
5 that right? 15:46:58

6 A No. That's not right. And I never said 15:46:58
7 that. 15:47:00

8 Q Who -- who brought in Ms. Tirschwell? 15:47:02

9 A Geneva. 15:47:07

10 Q Geneva. And was Perigrove 1018 involved 15:47:07
11 in that decision? 15:47:12

12 A No. 15:47:14

13 Q Okay. The document we're looking at is an 15:47:14
14 e-mail from you to James Hyman. 15:47:21

15 Who is James Hyman? 15:47:26

16 A Former CEO of Corizon. 15:47:28

17 Q And we can scroll down if you'd like to 15:47:31
18 see the full context. It's five pages. I'm not 15:47:36
19 going to ask you about all five. It's back and 15:47:39
20 forth on what looks like a planning meeting of 15:47:41
21 some sort, and I'm happy to let you look at it. 15:47:47

22 A Okay. 15:47:51

23 Q And we say spoke to Isaac. He'd like to 15:47:56
24 set up a meeting. And then there's a note from 15:48:00
25 Mr. Hyman about parameters for the meeting. 15:48:03

1 And the last e-mail is you telling 15:48:12
2 Mr. Hyman, Please come to our office at 885 3rd 15:48:15
3 Avenue, 29th floor. 15:48:20
4 Whose office, Mr. -- Mr. Lefkowitz? 15:48:21
5 A Mine. 15:48:24
6 Q That's your office? 15:48:25
7 A Yes. Yes. 15:48:26
8 Q And have you conducted Perigrove 1018 15:48:27
9 major decision business from that office? 15:48:34
10 A No. 15:48:38
11 Q Okay. One second. 15:48:38
12 MR. HEMENWAY: Let's take one last break 15:49:14
13 and then we'll wrap up. 15:49:16
14 THE WITNESS: Okay. 15:49:19
15 MR. HEMENWAY: So but we can just take 15:49:20
16 five minutes so that we can get you to picking up 15:49:20
17 your grandkids. 15:49:23
18 THE VIDEOGRAPHER: Time on the video 15:49:24
19 monitor is 3:49 p.m. We're off the record. 15:49:25
20 (Whereupon a break was had.) 15:49:28
21 THE VIDEOGRAPHER: The time is 3:55 p.m. 15:55:01
22 We're back on the record. 15:55:08
23 BY MR. HEMENWAY:
24 Q Mr. Lefkowitz, at the outset of this 15:55:10
25 deposition, I asked you what you did to prepare 15:55:12

1 and you mentioned you reviewed financial documents 15:55:14
2 and e-mails. 15:55:17

3 What e-mail account did you review? 15:55:20

4 A This deposition? 15:55:22

5 Q Yes. 15:55:24

6 A I think I said that in the PharmaCorr 15:55:25
7 deposition today. 15:55:28

8 Q You said it at both. We can have -- I 15:55:29
9 mean, I supposed we could have the court reporter 15:55:32
10 read it back or you could just say whether you 15:55:35
11 reviewed e-mails. 15:55:38

12 A I don't believe that's the case. That's 15:55:39
13 not what I said during the -- during the Perigrove 15:55:41
14 deposition. 15:55:44

15 Q Did you review e-mails in preparation for 15:55:45
16 this deposition? 15:55:51

17 A I reviewed e-mails not in Perigrove 1018. 15:55:51
18 I reviewed e-mails in Corizon. 15:55:56

19 Q You reviewed e-mails in Corizon. 15:55:57

20 A What does that mean? 15:56:00

21 Q I have a Corizon domain e-mail address. 15:56:01

22 Q So your Perigrove 1018 electronic 15:56:04
23 communications are kept at your Corizon e-mail 15:56:08
24 address? 15:56:10

25 A I didn't say that. I said that's where I 15:56:11

1 reviewed. I didn't say that that's where it's 15:56:14
2 kept. 15:56:16

3 Q Why did you choose to review those in 15:56:17
4 preparation for your Perigrove 1018 deposition? 15:56:19

5 A That's what I chose to do. 15:56:22

6 Q Why? 15:56:24

7 A You asked me why I did something which I 15:56:25
8 did. You don't get it. You asked me where I 15:56:30
9 looked, and I'm giving you that address where I 15:56:37
10 looked. You ask me why I looked in that address, 15:56:39
11 I don't get the question. 15:56:42

12 Q So the topics -- you reviewed the 2004 15:56:43
13 notice that lists the topics, and you reviewed 15:56:48
14 your e-mail to prepare to talk about those topics. 15:56:51
15 And the e-mail you reviewed was Corizon e-mail. 15:56:54

16 Why would you review Corizon e-mail to 15:56:58
17 answer questions of 1018? 15:57:01

18 A Because this 2004 deposition arises out of 15:57:03
19 the bankruptcy that's former Corizon, currently 15:57:09
20 Tehum, that, ultimately, is the subsidiary of 15:57:15
21 Perigrove 1018, LLC. 15:57:18

22 Where else do you want me to go look, 15:57:20
23 other than the subject matter? That's where I 15:57:23
24 went and I looked. 15:57:26

25 Q Did you look at your Perigrove e-mail? 15:57:27

1 A No. 15:57:32

2 Q Why not? 15:57:33

3 A Because there was no business conducted 15:57:35

4 Perigrove 1018 in my Perigrove e-mail. 15:57:40

5 Q What e-mail did you use to conduct 15:57:43

6 business for Perigrove 1018? 15:57:45

7 A Was for din Corizon. 15:57:47

8 Q And you didn't use your perigrove.com 15:57:49

9 e-mail to conduct business for Perigrove 1018? 15:57:51

10 A Listen, I have a mobile device with at 15:57:54

11 least 20 e-mail addresses. Could be sometimes 15:57:58

12 inadvertently when you send and receive, you know, 15:58:01

13 I don't pick or choose, you know, the right e-mail 15:58:05

14 to send. 15:58:07

15 But predominantly, if it was Perigrove 15:58:08

16 1018, it was Corizon. 15:58:12

17 Q And if you sent something from your 15:58:12

18 perigrove.com e-mail, then you weren't conducting 15:58:15

19 business for Perigrove 1018; you were conducting 15:58:18

20 business for some other Perigrove entity? 15:58:21

21 A I'm not here to testify on behalf of 15:58:23

22 Perigrove, what's going on in Perigrove. Have to 15:58:25

23 do a separate deposition for that. 15:58:29

24 Q Okay. But in the perigrove.com e-mails 15:58:37

25 that we've seen, you're telling us you weren't 15:58:40

1 conducting business for Perigrove 1018? 15:58:43
2 A I didn't say that. You're saying it. 15:58:49
3 Q Where -- 15:58:52
4 A I said predominantly -- go ahead. 15:58:53
5 Interrupt and ask a question. 15:58:58
6 Q Where are Perigrove 1018's records kept? 15:58:59
7 A Virtual. 15:59:03
8 Q How did Perigrove 1018 interact with 15:59:05
9 Corizon? 15:59:08
10 A Depending on the interaction. 15:59:15
11 Q Did Perigrove 1018 interact with Corizon 15:59:17
12 over e-mail? 15:59:21
13 A Not that I'm aware of. 15:59:22
14 Q Okay. Let's talk about the management of 15:59:24
15 Perigrove 1018. 15:59:31
16 You testified that you were in charge; is 15:59:32
17 that correct? 15:59:35
18 A Correct. 15:59:35
19 Q And did you ever receive input from others 15:59:36
20 on the decisions you made on behalf of Perigrove 15:59:41
21 1018? 15:59:45
22 A Only outside counsel. 15:59:45
23 Q Did you ever -- did you ever report up to 15:59:47
24 anyone about the performance of Perigrove 1018? 15:59:58
25 A Not that I recall. 16:00:05

1 Q Did you ever discuss with anyone the 16:00:07
2 performance of Perigrove 1018? 16:00:10
3 MS. HAYWARD: Objection, form. 16:00:14
4 A No. 16:00:19
5 Q And did -- outside of the acquisition of 16:00:19
6 the equity, did Abe Goldberger have any role at 16:00:32
7 Perigrove 1018? 16:00:37
8 A No. 16:00:39
9 Q Outside of the acquisition of equity, did 16:00:40
10 David Gefner have any role at Perigrove? 16:00:45
11 A No. 16:00:47
12 Q Okay. 16:00:48
13 MR. HEMENWAY: Okay. I think that's good 16:00:56
14 enough. This concludes the deposition of 16:00:58
15 Perigrove 1018, LLC. 16:01:01
16 THE VIDEOGRAPHER: The time is 4:00 16:01:05
17 o'clock p.m. We're going off the record. 16:01:07
18 THE REPORTER: Can I get transcript 16:01:13
19 orders, please? 16:01:15
20 MS. HAYWARD: We'll read and sign. 16:01:15
21 THE REPORTER: Mr. Kaufman, did you want a 16:01:15
22 copy of the transcript? 16:01:15
23 MR. KAUFMAN: Copy, yes. I don't need 16:01:27
24 to -- we don't need to read and sign. 16:01:28
25 THE REPORTER: So since this was three 16:01:28

1 different depositions, do you want copies of all 16:01:39
2 three from today? 16:01:39

3 MR. KAUFMAN: I think between the 16:01:42
4 committee and the debtor we only need one set. So 16:01:43
5 you're sending it to Committee, we'll just share 16:01:47
6 with them. 16:01:49

7 THE WITNESS: But Aaron, she's asking if 16:01:51
8 you want all three depositions. The answer is 16:01:51
9 yes. 16:01:54

10 MR. KAUFMAN: Yes. We want all three, but 16:01:55
11 I assume the Committee is getting a set too. I 16:01:56
12 just don't -- I don't think we need to duplicate 16:01:59
13 the expense. It's all coming out of one source. 16:02:03

14 THE REPORTER: But Ms. Hayward, you would 16:02:03
15 like to read and sign for all three? 16:02:16

16 MS. HAYWARD: Yes. You can send me all 16:02:16
17 three, and also Geneva's counsel. 16:02:18

18 (Whereupon the proceedings were concluded at 16:02:19
19 4:00 p.m.) 16:02:20

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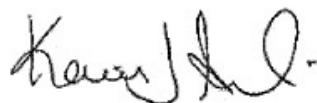
Conducted on August 14, 2023

82

1
2 CERTIFICATE OF SHORTHAND REPORTER-NOTARY PUBLIC

3 I, Karisa Ekenseair, the officer before
4 whom the foregoing deposition was taken, do hereby
5 certify that the foregoing transcript is a true
6 and correct record of the testimony given; that
7 said testimony was taken by me stenographically
8 and thereafter reduced to typewriting under my
9 direction; that reading and signing was not
10 requested; and that I am neither counsel for,
11 related to, nor employed by any of the parties to
12 this case and have no interest, financial or
13 otherwise, in its outcome.

14 IN WITNESS WHEREOF, I have hereunto set my
15 hand and affixed my seal this 21st day of August,
16 2023.

17 

18
19 Karisa Ekenseair, CCR, RMR LS #5753
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21
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23
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25

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

83

A	account 76:3 accurate 40:9, 41:24, 54:22, 56:16 accuse 29:18 accused 29:17 accusing 30:6 acquire 18:4, 22:24, 39:22 acquired 18:15, 24:22, 25:1, 26:6, 26:13, 39:18, 41:5, 42:15, 43:13, 43:25, 44:9, 44:14, 44:19, 45:9, 61:13, 68:10 acquiring 17:23, 18:10, 58:24 acquisition 23:23, 24:1, 25:8, 27:22, 27:24, 31:7, 31:10, 33:1, 33:5, 33:8, 34:7, 42:17, 43:8, 80:5, 80:9 act 13:13 acting 13:12, 62:13, 65:23 action 59:8 actually 47:23, 52:18 add 61:8 added 32:11 addition 28:1	address 54:1, 54:2, 72:14, 72:18, 72:23, 72:24, 76:21, 76:24, 77:9, 77:10 addressed 29:1 addresses 61:20, 73:2, 78:11 advice 46:20 advisor 48:2, 48:4 advisors 14:15 affixed 82:15 after 24:12, 26:13, 43:13, 44:8, 44:18, 46:23, 58:24 afternoon 54:18, 55:5 again 24:8, 35:14, 42:13, 43:6, 47:13, 48:19, 60:4, 61:2, 61:7, 61:8, 69:20 age 9:10 agenda 50:6 agree 13:6, 21:18, 24:13 agreed 12:15, 13:6, 13:25, 32:19, 33:15, 34:1 agreeing 21:18 agreement 24:15, 33:17,	37:11 ahead 22:10, 22:13, 25:19, 27:4, 29:20, 49:18, 49:25, 52:10, 55:4, 69:17, 69:24, 70:10, 71:18, 71:20, 79:4 all 9:5, 9:15, 13:12, 18:18, 20:12, 23:6, 23:15, 24:4, 26:4, 27:12, 28:16, 31:3, 31:21, 35:9, 35:11, 36:4, 47:7, 47:21, 48:21, 48:24, 49:13, 49:16, 51:14, 53:12, 65:13, 67:2, 69:8, 70:3, 70:10, 71:22, 74:19, 81:1, 81:8, 81:10, 81:13, 81:15, 81:16 already 10:22 also 4:18, 43:2, 81:17 although 54:25 amount 25:4, 32:14, 32:18, 32:22, 33:15, 33:18, 34:10, 34:13, 34:23, 38:24 amounts 39:4, 69:14 analysis 67:10, 67:13 ankura 32:6

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

84

ann	anyone	aside	attorney
4:15	11:5, 11:22,	22:16	8:16
anna	59:25, 60:10,	asked	attorney-client
3:6, 8:18,	63:23, 79:24,	10:15, 11:12,	46:15
68:22	80:1	11:14, 13:14,	august
another	anything	16:20, 23:18,	1:14, 8:8,
58:7, 61:20	34:6, 56:1,	25:7, 33:23,	82:15
answer	56:10, 57:21,	38:6, 47:10,	author
12:19, 12:23,	59:25, 60:10,	49:9, 50:4,	35:2
16:20, 22:13,	62:17	55:25, 56:18,	authority
25:16, 25:17,	anywhere	58:6, 60:16,	52:5, 52:7
25:20, 28:5,	17:2	60:22, 60:24,	avenue
38:7, 42:20,	apologies	62:1, 75:25,	75:3
42:22, 51:16,	53:3, 53:12	77:7, 77:8	avoid
55:19, 56:7,	apologize	asking	28:21, 50:1
57:17, 60:8,	31:12, 48:15,	15:1, 20:1,	aware
61:8, 62:2,	48:22, 63:4,	23:1, 24:2,	11:25, 35:15,
62:9, 64:25,	68:18	24:16, 28:9,	67:12, 67:14,
77:17, 81:8	appear	33:22, 38:11,	68:12, 79:13
answered	69:21	41:13, 41:17,	away
10:22, 23:18,	appearances	46:21, 50:3,	38:4
25:7, 42:16	5:4	51:6, 54:12,	B
answering	appearing	55:18, 55:21,	back
14:7, 42:23,	14:6, 24:10	55:22, 56:1,	10:12, 21:22,
61:7	appreciate	56:3, 60:6,	35:19, 36:3,
answers	30:24, 36:1,	62:7, 81:7	36:12, 39:16,
50:21, 61:10,	73:16	assets	40:6, 43:7,
73:9	approach	24:19	47:23, 49:12,
any	50:24	associated	49:17, 51:3,
9:25, 13:11,	approval	65:2	52:11, 60:4,
14:18, 16:8,	32:21, 34:22,	assume	60:17, 61:1,
23:22, 25:3,	64:13, 64:21,	81:11	61:6, 63:10,
28:21, 33:6,	64:23, 65:1,	assumed	67:15, 69:25,
37:8, 39:24,	65:4	63:21	72:2, 73:8,
42:14, 42:22,	april	assumption	74:19, 75:22,
46:4, 47:14,	7:11	56:8, 58:5	76:10
47:15, 50:1,	arbor	assumptions	bad
51:16, 55:18,	4:15	32:16, 56:16,	31:14
57:1, 60:12,	areas	56:20	bankruptcy
60:21, 60:22,	39:14	attached	1:1, 8:5,
60:24, 61:17,	arises	5:12, 28:1,	16:17, 18:4,
65:2, 68:2,	77:18	36:9	26:9, 26:19,
68:8, 68:9,	arkansas	attachment	26:20, 26:21,
80:6, 80:10,	2:12, 2:16	31:1, 31:2,	26:23, 26:25,
82:11	around	35:9, 36:14,	27:2, 37:15,
anybody	32:10, 37:13	36:15, 66:17,	37:21, 38:1,
56:1	asap	66:18, 67:6	42:25, 43:11,
anymore	67:18	attempt	
28:8		13:8	

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

85

43:14, 43:18, 60:15, 60:20, 77:19 based 46:19 basis 14:20, 44:1, 57:18 bates 5:16, 5:18, 5:22, 6:6, 6:9, 6:14, 6:20, 7:7, 7:12, 28:22, 30:4, 30:14, 30:15, 30:17, 35:11, 36:7, 48:12, 68:19 became 41:7, 41:8 because 17:14, 24:12, 29:3, 31:13, 61:5, 62:2, 77:18, 78:3 become 11:16, 17:17, 41:15, 74:4 becoming 11:19 been 11:22, 27:8, 30:2, 31:15, 32:19, 33:15, 34:1, 34:19, 50:4, 50:19, 51:8, 58:3, 58:4, 59:14, 59:15, 60:9, 73:2 before 2:10, 13:7, 29:17, 30:13, 39:17, 41:4, 41:7, 50:10, 50:24, 51:1, 60:17, 62:2, 82:3 begin 18:13, 32:17	beginning 8:15 begins 8:2 behalf 3:2, 3:13, 4:3, 4:10, 8:21, 9:1, 12:8, 13:13, 15:7, 18:8, 50:7, 52:24, 55:13, 58:14, 59:17, 59:22, 62:13, 65:10, 65:23, 78:21, 79:20 behind 47:12 being 9:10, 19:19, 23:2, 32:19, 33:15, 33:18, 34:10, 34:13, 41:24, 53:22, 65:16 believe 24:12, 35:4, 48:7, 48:8, 48:9, 48:20, 53:4, 53:10, 64:21, 68:24, 74:2, 76:12 belong 56:24 below 17:1 between 24:16, 32:20, 33:16, 33:17, 34:2, 42:18, 81:3 big 64:8 bit 69:4 blank 70:15, 71:16 board 58:1	boat 34:14 books 17:5 both 10:19, 76:8 bottom 36:7, 70:14, 70:17, 70:18 bracket 32:13 break 35:23, 48:25, 49:15, 75:12, 75:20 breath 10:20 brentwood 72:25, 73:2 briefly 36:12 bringing 57:14, 57:15, 67:3 brink 26:19 brought 61:3, 61:5, 74:8 bunch 42:2 business 32:16, 44:2, 44:3, 44:4, 52:8, 52:9, 52:20, 52:23, 73:7, 73:13, 73:19, 75:9, 78:3, 78:6, 78:9, 78:19, 78:20, 79:1 buy 34:16 buyer 38:22	called 61:15 came 18:1, 18:2, 55:5 camera 69:19 camp 62:4 can't 22:16, 22:18, 23:2, 23:4, 24:13, 28:13, 42:22, 60:21 cannot 59:22 capacity 14:8, 65:18, 67:19, 67:21, 67:23, 68:3 care 1:6, 4:3, 8:24 case 1:6, 8:7, 37:14, 46:5, 47:25, 63:16, 63:19, 63:21, 63:24, 64:7, 65:9, 76:12, 82:12 cash 32:9 category 25:4 ccr 1:20, 82:19 central 3:17 centurion 6:19, 7:6, 70:19, 70:21, 71:11, 72:7 ceo 45:12, 51:24, 52:6, 74:4, 74:16 certain 37:13
---	---	---	--

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

86

certificate	clean	communications	79:1
5:9, 82:2	59:19	76:23	
certified	clear	companies	conducts
2:11	20:7, 41:23,	20:17, 22:21,	73:6, 73:19
certify	47:17, 61:10,	23:6, 45:7,	confidential
82:5	61:25	45:10, 46:24,	5:17, 5:20,
chain	clearly	47:2, 47:3,	5:24, 6:7, 6:11,
5:14, 5:21,	61:22	47:4, 47:6,	6:15, 6:22, 7:9,
6:4, 6:8, 6:17,	client	54:11, 58:1,	7:14
7:4, 7:10, 61:15	21:21	58:2, 59:16	confirm
chance	close	company	72:3
50:11, 50:25	51:20	11:13, 22:21,	confirming
changed	closing	46:10, 46:12,	20:10
13:7, 43:17	21:14, 21:16,	46:25, 58:6,	confused
chapter	21:19, 23:12	58:7, 59:5,	12:20
1:8, 36:20,	clue	59:9, 59:17,	confusion
37:14	33:9, 33:11,	59:22, 59:24,	28:22, 50:1
charge	34:8, 37:10	61:13, 61:15,	connect
10:11, 10:12,	cml	61:20, 64:10	58:16
11:2, 11:4,	1:7, 8:7	compensation	connection
11:5, 11:22,	com	11:19	22:3, 47:24,
14:13, 15:1,	40:21, 40:25,	complex	65:10, 65:17
45:2, 79:16	54:3, 78:8,	19:12, 19:24,	consecutive
charles	78:18, 78:24	20:5, 20:15,	36:8
31:19, 32:23,	combining	20:18, 20:23,	consider
42:2	47:2	21:10, 21:25,	22:24
check	come	22:4, 22:15,	consideration
53:9, 68:17,	17:15, 47:23,	22:19, 23:3,	20:19, 20:22,
72:8, 72:14	49:12, 69:25,	25:8, 42:17,	21:1, 21:3,
china	75:2	42:19	21:8, 21:24,
38:4	comes	complexity	22:16, 24:17,
choose	70:6	22:7	25:4, 25:6
38:7, 52:2,	coming	complicated	considerations
77:3, 78:13	36:3, 47:11,	19:4	24:24
chose	61:5, 63:10,	concluded	considering
77:5	81:13	81:18	57:18
chs	comment	concludes	consistent
6:4, 53:18,	35:12	80:14	32:12
56:22	commercial	condition	constantly
circumstances	18:6, 18:25	26:5	39:13
23:25, 24:21	committee	conduct	consultant
city	3:2, 8:18,	78:5, 78:9	26:21
3:9	13:7, 81:4,	conducted	consulting
clarification	81:5, 81:11	1:11, 2:2,	51:24
73:16	communicated	75:8, 78:3	contains
clarify	31:22	conducting	30:25
31:13, 56:17,	communicating	41:19, 73:13,	contemplated
64:24	55:12	78:18, 78:19,	39:20
			contemplates
			36:20, 37:19

contemplating	60:10, 61:15,	25:22, 26:20,	6:5, 6:9, 6:20,
26:8, 43:11	61:16, 63:25,	28:5, 29:17,	7:6, 7:11,
contents	64:5, 64:13,	35:13, 46:1,	41:17, 52:12,
37:8	65:22, 67:10,	46:2, 46:18,	66:14, 72:3,
context	67:16, 68:7,	46:20, 48:15,	72:5
37:21, 67:13,	71:8, 72:6,	53:4, 54:23,	dates
74:18	72:8, 72:13,	54:24, 54:25,	69:14
continue	73:7, 74:4,	58:11, 63:15,	dating
38:16, 39:9	74:16, 76:18,	64:17, 67:3,	10:12
continued	76:19, 76:21,	70:4, 79:22,	david
6:2, 7:2	76:23, 77:15,	81:17, 82:10	29:2, 31:4,
contracts	77:16, 77:19,	course	33:4, 40:7,
44:21	78:7, 78:16,	38:8, 50:23	80:10
control	79:9, 79:11	court	day
20:20	corizon's	1:1, 8:5, 9:5,	24:9, 43:25,
controlled	59:5	37:15, 58:3,	62:4, 73:15,
20:4, 61:13	corner	76:9	82:15
conversations	36:7, 70:14	courts	days
18:13, 32:9,	corporate	43:20	39:17, 41:4,
32:18	1:13, 2:1,	create	54:21
coke	9:16, 12:14,	42:10, 61:21	deadline
4:19	12:21, 14:6,	creditors	24:9
cooperating	30:2, 39:12,	3:3, 27:3,	deal
65:22	58:12	43:19	22:23, 24:3,
copies	correct	cross	29:12, 50:23
81:1	13:18, 16:6,	4:12, 4:13,	dealing
copy	17:11, 17:20,	9:1, 39:3	73:17
80:22, 80:23	18:17, 19:17,	crystalize	debt
corizon	19:23, 20:2,	32:8	24:25
6:12, 7:5,	36:11, 41:6,	cst	debtor
15:17, 15:19,	43:12, 45:4,	1:15	1:7, 5:16,
15:24, 19:21,	45:5, 45:14,	currently	5:19, 5:23, 6:7,
19:22, 32:1,	47:9, 50:11,	77:19	6:10, 6:14,
32:4, 32:5,	50:25, 59:5,	cz	6:21, 7:8, 7:13,
32:10, 32:15,	69:12, 79:17,	32:14, 32:22	8:24, 23:22,
34:20, 34:24,	79:18, 82:6	D	23:25, 24:4,
36:14, 37:25,	corrected	daily	24:19, 24:22,
38:23, 44:15,	50:10	15:3, 15:9,	27:11, 28:12,
44:16, 44:18,	could	16:10, 73:11	28:24, 28:25,
44:22, 44:23,	29:10, 36:22,	dallas	29:8, 29:25,
44:24, 44:25,	76:9, 76:10,	3:18, 4:7	30:3, 30:4,
45:2, 45:3,	78:11	date	30:11, 30:12,
45:15, 45:18,	couldn't	8:8, 27:23,	30:17, 30:22,
52:6, 53:17,	33:10	41:8, 45:23,	36:7, 37:24,
55:21, 55:22,	counsel	59:4	38:1, 39:4,
56:3, 58:18,	8:14, 9:20,	dated	39:5, 42:3,
58:22, 59:1,	9:21, 9:23,	5:15, 5:22,	46:14, 46:18,
59:2, 59:8,	11:15, 25:10,		48:12, 48:13,

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

88

49:20, 51:13, 53:21, 53:23, 54:4, 54:5, 54:14, 54:24, 61:16, 61:17, 68:6, 70:13, 81:4 debtor's 24:4, 46:17, 53:23, 55:2 december 5:15, 6:20, 7:7, 10:16, 10:19, 11:4, 11:10, 11:24, 17:25, 27:19, 27:20, 32:1, 36:21, 37:13, 41:16, 41:18, 42:1, 42:5, 58:25, 68:11, 72:3, 73:3, 74:4 decide 42:24, 43:2, 43:3, 45:18 decision 15:11, 43:4, 43:24, 44:1, 45:13, 46:7, 46:8, 51:25, 60:20, 64:11, 74:11, 75:9 decision-making 16:8, 45:2 decisions 14:16, 14:18, 14:19, 14:23, 14:25, 15:3, 15:4, 15:6, 15:9, 16:10, 16:13, 17:6, 44:18, 44:20, 44:21, 45:6, 46:19, 60:11, 60:14, 60:25, 61:4, 64:9, 73:12, 73:18, 73:20, 79:20	definition 13:6, 13:14, 38:18 definitions 10:7, 12:5 delaware 37:15 delay 53:12 deman 76:21 depending 79:10 depends 32:15 deponent 8:22 depos 8:11, 9:6, 28:23 depose 55:2 deposed 53:22 deposes 9:10 deposition 1:11, 2:1, 8:3, 8:12, 9:16, 9:19, 10:2, 10:5, 24:7, 27:9, 35:25, 40:19, 41:20, 41:23, 50:5, 50:10, 51:1, 53:23, 54:9, 54:10, 54:20, 54:22, 55:4, 58:10, 59:24, 60:18, 68:24, 75:25, 76:4, 76:7, 76:14, 76:16, 77:4, 77:18, 78:23, 80:14, 82:4 depositions 12:16, 54:21, 81:1, 81:8	derico 4:11, 9:2 describe 22:16, 22:18, 23:1, 23:2 described 16:2, 16:4 description 5:13, 6:3, 7:3 designee 1:13, 2:2, 8:4 details 28:7 development 52:8 deviating 39:13 device 78:10 dhs 37:13 diarrhea 31:20 different 44:2, 44:3, 50:6, 62:8, 81:1 differently 52:18 din 78:7 dip 37:19, 37:20 directed 59:15, 59:24 directing 59:7 direction 65:22, 82:9 directions 61:19 directly 15:18, 17:20, 63:5 director 11:12, 11:20, 12:1, 12:6, 12:14, 12:21, 30:11, 44:24,	54:5, 57:25, 58:6, 58:12, 64:4, 64:5, 64:12, 65:19, 67:19 disclose 34:23 disclosed 58:3, 58:4 disclosure 32:21 discovery 10:1, 10:3, 50:7 discuss 21:21, 80:1 discussed 9:20 discussions 32:13, 46:19 distinction 16:11, 17:13 district 1:2, 8:6 divest 59:1 division 1:3, 8:7, 65:7 divisional 24:24, 45:19, 46:9, 46:23, 47:1, 47:7, 47:24, 63:15, 64:8, 64:11, 65:3, 65:8, 65:17, 66:1, 66:2, 66:3, 66:4, 66:7, 67:13 doc 6:19, 71:11 document 6:16, 28:4, 28:7, 28:10, 28:25, 29:6, 29:11, 29:14, 29:15, 29:23, 29:24, 30:14,
---	--	--	--

30:20, 30:21, 31:3, 31:18, 32:24, 33:21, 33:24, 35:2, 35:4, 35:7, 36:8, 36:13, 37:7, 37:9, 37:10, 38:5, 38:9, 38:11, 38:12, 38:13, 38:17, 38:19, 38:20, 39:5, 39:7, 39:11, 40:5, 40:6, 40:15, 40:18, 40:21, 41:17, 42:7, 51:12, 51:21, 52:11, 52:12, 52:16, 53:20, 55:6, 55:15, 56:2, 56:24, 57:5, 57:7, 57:9, 57:10, 57:14, 57:15, 57:19, 57:21, 58:13, 59:21, 59:23, 62:17, 64:16, 65:14, 67:22, 69:25, 72:1, 74:13 documented 25:10 documents 9:25, 21:13, 21:14, 21:16, 21:19, 22:20, 23:7, 23:8, 23:13, 29:19, 30:3, 30:13, 35:17, 42:4, 57:1, 65:8, 76:1 doing 9:16, 23:11, 67:12, 70:1 dollars 16:24 domain 29:4, 40:24,	41:1, 41:2, 55:11 domains 31:5 done 14:21, 25:15, 64:1 door 47:12 dots 58:16, 61:21 down 28:16, 36:17, 37:12, 51:20, 61:14, 69:16, 70:16, 71:4, 71:14, 74:17 dozen 20:1, 20:17, 22:21 draft 37:3, 37:5, 37:10, 38:9, 39:9 draining 39:4 duly 9:10 duplicate 81:12 during 76:13 <hr/> E e-mail 5:14, 5:21, 6:4, 6:8, 6:17, 7:4, 7:10, 27:17, 36:9, 40:12, 40:13, 41:3, 42:1, 49:24, 49:25, 50:3, 50:14, 54:1, 54:2, 55:11, 58:19, 59:4, 59:7, 61:20, 62:13, 65:21, 66:4, <hr/>	67:15, 70:17, 70:18, 71:1, 74:14, 75:1, 76:3, 76:21, 76:23, 77:14, 77:15, 77:16, 77:25, 78:4, 78:5, 78:9, 78:11, 78:13, 78:18, 79:12 e-mailing 72:6 e-mails 76:2, 76:11, 76:15, 76:17, 76:18, 76:19, 78:24 each 17:5 earlier 27:21, 43:8, 59:13, 63:11, 69:8, 74:2 early 65:16 easier 68:19 eastern 32:2, 54:17 echo 55:8, 55:9 either 31:22, 62:8, 69:13 eizikowits 33:7, 33:12 ekenseair 1:20, 2:11, 9:6, 82:3, 82:19 electronic 76:22 element 21:11 elements 21:11 elm 4:6 else 11:22, 16:18,	16:19, 34:24, 77:22 employed 59:14, 82:11 employee 11:16 enclosed 32:7 encompass 13:9 end 11:11, 71:16 endeavored 32:4 engage 48:1, 48:6 engaged 63:15, 63:20, 63:25, 64:7, 65:16, 74:3 engagement 64:1, 67:25 english 20:7, 38:17 enough 27:25, 65:4, 80:14 entire 38:17 entities 6:5, 16:2, 16:4, 16:8, 16:13, 17:1, 17:3, 17:6, 17:14, 17:15, 17:19, 18:3, 18:16, 19:20, 20:1, 20:4, 23:24, 26:5, 42:15, 42:25, 43:10, 43:14, 44:6, 44:12, 45:18, 53:17, 53:18, 53:19, 54:6, 55:21, 55:23, 56:4, 56:22, 68:9 entity 17:5, 20:12,
--	---	--	---

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

90

44:19, 45:16, 55:18, 61:12, 78:20 equipment 18:15 equity 17:23, 18:10, 18:18, 18:22, 18:24, 19:11, 19:16, 19:18, 20:4, 20:13, 20:21, 23:6, 26:5, 27:1, 33:2, 33:5, 33:8, 34:7, 34:14, 39:18, 39:22, 41:5, 42:15, 42:17, 43:13, 44:15, 45:8, 45:9, 47:8, 47:14, 56:3, 58:21, 58:24, 59:1, 59:4, 61:13, 64:10, 68:10, 80:6, 80:9 esquire 3:4, 3:5, 3:6, 3:15, 4:4, 4:12 essentially 30:5 established 21:1, 22:1 estate 24:4, 24:20 evaluation 67:10, 67:12 even 22:16, 42:5, 42:6, 50:10, 50:25 eventualities 56:15 eventually 37:25 ever 35:3, 50:21, 79:19, 79:23,	80:1 every 38:18, 39:2, 45:16, 46:25, 73:15 everyone 9:4, 26:21 everything 15:11 ex 5:14, 5:18, 5:21, 6:4, 6:8, 6:12, 6:16, 6:17, 7:4, 7:10 exact 27:23, 45:23, 48:5 exactly 17:9 exam 12:5, 13:2, 13:24, 24:12, 50:19 examination 5:7, 9:13, 12:5 example 16:20, 60:16, 60:17 examples 16:22, 60:19, 60:21 exams 8:5 exceeding 16:23 except 39:3 exchange 18:23 excuse 11:24 executed 39:10 exhibit 27:5, 27:14, 36:10, 38:14, 47:22, 49:19, 49:21, 53:2,	53:14, 53:16, 65:15, 67:5, 68:16, 69:1, 69:3, 69:6, 70:11, 71:24, 73:24 exhibits 5:11, 6:1, 7:1, 27:9, 29:13, 49:11 exist 46:24, 61:21 existence 41:7, 41:8, 41:15, 41:16, 42:5 existing 45:11 expense 81:13 explain 24:18, 29:10, 43:5, 62:19 explained 20:23 expression 20:9, 20:14 expy 3:17 extent 24:11, 24:17 external 7:5 extreme 16:15	fair 27:25 false 29:18, 42:11 familiar 27:16 familiarity 64:6 far 31:23 faster 66:19 february 6:5, 6:9, 58:22, 59:3, 66:14 fedex 72:7 fees 39:5 felt 43:18 few 54:20 file 26:24, 27:2, 42:25, 43:14, 48:22, 68:22 filed 13:8, 13:24, 38:1 filings 16:17, 26:8, 26:12, 26:23, 36:20, 43:11, 60:15 filled 38:24 financial 26:4, 48:1, 48:4, 76:1, 82:12 find 32:7 fired 52:3 firm 8:24, 58:11,
--	--	--	--

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

91

58:12 firms 46:3 first 9:10, 35:5, 36:22, 36:25, 44:8, 45:20, 45:22, 45:24, 46:9, 51:14 five 74:18, 74:19, 75:16 flacks 32:19, 33:15, 33:18, 34:11, 34:14, 34:17, 34:20, 34:21 flacksgroup 18:12, 19:6, 19:8, 19:16, 20:3, 20:19, 21:9, 22:3, 22:23, 22:24, 23:4, 23:17, 24:3, 24:18, 25:6, 26:1, 42:18 flacksgroup's 20:22 floor 75:3 florida 5:21, 52:14, 52:20, 52:23 folks 31:21 following 46:11 follows 9:12 foregoing 82:4, 82:5 form 12:3, 13:1, 21:5, 23:10, 23:21, 39:19, 39:25, 53:17, 54:6, 55:21,	55:23, 56:3, 80:3 formed 56:22 former 61:16, 74:16, 77:19 forms 60:7, 62:8 forth 60:4, 74:20 front 11:6, 19:1, 21:13, 23:7, 23:14, 25:11, 25:24, 26:2, 38:14, 41:9, 41:10, 44:10, 63:5 frozen 69:19 fti 6:8, 6:12, 48:6, 65:16, 65:23, 66:10, 66:13, 66:20, 67:12, 67:24, 68:2, 68:4 fti's 67:9 full 74:18 fully 25:9, 25:10 funding 32:11, 32:14 funds 16:23, 69:13 further 29:12, 29:13 future 28:21 fw 7:5 fwd 7:4	38:10, 42:2 gave 16:21, 19:7, 60:16 gefner 29:2, 31:4, 31:6, 33:4, 40:7, 40:17, 41:4, 80:10 general 11:15, 29:3 geneva 51:23, 74:9, 74:10 geneva's 81:17 georgia 2:13 getting 32:9, 39:3, 48:17, 81:11 give 18:23, 19:5, 30:19, 42:22, 48:11, 60:18, 60:21, 70:1 given 40:14, 82:6 giving 23:5, 61:10, 77:9 gladly 54:20 go 22:10, 22:13, 25:19, 27:4, 29:20, 35:9, 36:12, 39:16, 40:6, 49:18, 50:2, 52:8, 52:10, 53:1, 53:10, 55:3, 61:1, 63:10, 66:15, 66:17, 66:19, 69:17, 69:24, 70:10, 71:18, 71:20, 72:2, 73:8, <hr/> G gassenheimer 31:19, 36:20,	77:22, 79:4 going 16:19, 16:21, 21:20, 24:10, 31:2, 36:12, 39:5, 42:12, 46:24, 49:3, 49:4, 49:8, 49:9, 49:19, 60:4, 60:7, 62:9, 62:24, 63:16, 67:15, 69:4, 70:16, 73:14, 74:19, 78:22, 80:17 goldberger 29:2, 31:5, 31:6, 33:1, 34:12, 34:16, 40:7, 40:16, 41:4, 80:6 golf 59:18 gone 49:9 good 32:2, 35:22, 80:13 grandkids 62:4, 75:17 gray 4:5, 8:24 great 30:24, 51:10, 53:11 group 42:3, 50:6 grow 44:4
---	--	--	--

H

habit

25:18, 31:15

hand

82:15

happen

17:24

happened

11:9, 20:7,

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

92

64:3 happy 41:20, 74:21 hard 42:9, 62:5 hayward 3:15, 3:16, 8:20, 9:22, 12:3, 12:11, 13:1, 13:5, 13:19, 13:23, 14:5, 21:5, 21:20, 23:10, 23:21, 24:2, 24:8, 27:7, 28:13, 28:17, 30:8, 34:25, 39:19, 39:25, 49:6, 49:8, 50:13, 50:16, 58:11, 66:22, 69:21, 80:3, 80:20, 81:14, 81:16 health 6:12, 15:21, 15:24, 19:21, 19:22, 38:23, 67:11, 67:17 hear 25:16, 35:21 held 45:7 help 29:12, 56:20, 58:17 helpful 32:8 hemenway 3:4, 5:7, 8:17, 9:14, 13:3, 13:17, 13:22, 14:2, 14:9, 14:10, 23:23, 24:5, 24:21, 25:2, 27:4, 27:10, 27:15, 28:15, 28:18,	28:20, 35:10, 35:16, 35:21, 36:1, 36:4, 36:5, 39:2, 46:21, 47:22, 48:11, 48:16, 48:20, 48:24, 49:5, 49:10, 49:18, 49:22, 51:3, 51:6, 51:10, 51:11, 53:1, 53:6, 53:15, 54:16, 57:24, 63:1, 63:3, 63:7, 63:9, 63:12, 64:18, 65:13, 67:4, 68:14, 68:21, 69:3, 69:7, 69:17, 69:22, 69:24, 70:6, 70:8, 70:12, 71:20, 71:25, 73:23, 74:1, 75:12, 75:15, 75:23, 80:13 here 8:2, 8:18, 8:21, 12:8, 12:12, 12:14, 12:18, 12:21, 14:5, 24:10, 24:15, 31:21, 31:24, 33:25, 34:4, 34:6, 36:18, 36:21, 37:12, 39:12, 39:21, 41:23, 49:1, 49:4, 50:18, 52:24, 54:16, 54:19, 54:23, 54:24, 54:25, 55:1, 56:9, 56:20, 58:17, 66:3, 66:5, 66:9, 71:4, 78:21	here's 61:23, 62:10 hereby 82:4 hereunto 82:14 highly 50:9 hire 51:25 hired 51:23, 66:21, 66:23 hold 46:13, 48:21 hope 47:15 hopefully 32:8, 32:12 host 28:23 houston 1:3, 8:6 however 24:10, 25:17 huge 39:4 hundreds 30:12 hyman 7:11, 52:3, 74:14, 74:15, 74:25, 75:2	identified 12:19 identify 12:16, 12:17 il@perigrove 54:3, 66:12, 67:17 illinois 2:13 immediately 26:13 important 17:12, 35:24 inaccurate 58:8 inadvertently 78:12 inc 1:6, 4:3, 8:25, 15:21, 19:22 include 19:20 including 13:12, 24:24 incorporate 13:25 independent 61:12 indirectly 15:19, 15:23, 16:1, 17:20 information 6:13, 25:11, 25:24, 26:2, 39:7, 40:9, 41:11, 44:10, 47:7, 50:11, 50:19, 61:11, 67:9 informs 72:12 initial 32:5 initiate 37:14 input 16:7, 16:9, 16:12, 17:7,
--	--	---	---

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

93

79:19 instruct 46:16 instructed 60:9 instructing 53:17, 67:19 instructions 6:18, 71:4, 71:8 instruments 24:25 interact 68:2, 68:4, 79:8, 79:11 interacted 63:18 interaction 79:10 interest 23:24, 58:22, 58:25, 59:1, 59:2, 59:5, 82:12 interface 14:16, 65:9 interrogate 39:9 interrupt 14:20, 22:13, 64:16, 79:5 interrupting 25:19 intervention 43:20 introduced 31:25 investment 27:1 invitation 32:4, 32:17 involved 22:6, 31:7, 33:8, 46:1, 47:1, 52:18, 52:19, 52:22, 57:8, 57:17, 57:20, 57:22,	60:11, 61:1, 64:9, 64:13, 64:22, 65:2, 65:18, 67:24, 73:12, 74:10 involvement 47:15, 47:18, 57:10, 64:19 involving 73:7 iphone 32:23 isaac 1:12, 2:1, 5:6, 8:3, 9:9, 31:25, 46:13, 50:13, 56:14, 66:11, 66:12, 74:23 issue 24:18 issues 49:1 items 32:13 itself 65:8	karisa 1:20, 2:10, 9:6, 82:3, 82:19 kaufman 4:4, 8:23, 46:13, 46:14, 48:18, 54:25, 80:21, 80:23, 81:3, 81:10 keep 60:4, 61:5, 61:7, 71:14 kelly 4:10, 9:2 kept 76:23, 77:2, 79:6 key 32:15 kickoff 32:3 kind 19:25 knew 42:6 know 11:6, 11:9, 13:9, 19:2, 21:23, 22:2, 22:12, 23:16, 23:20, 27:23, 29:14, 31:11, 31:21, 33:12, 35:3, 37:4, 37:6, 37:20, 45:22, 50:24, 51:18, 56:13, 56:21, 61:9, 63:13, 66:20, 67:23, 70:20, 70:21, 70:22, 71:10, 72:11, 72:13, 72:15, 78:12, 78:13 knowledge 38:19, 39:6, 39:7, 39:8, 39:14, 40:15,	55:25 known 31:19, 50:21 kohchise 4:10, 9:2
			L largely 32:15 last 33:14, 75:1, 75:12 later 71:19, 72:5 launch 47:19 law 4:13, 8:23, 46:3 lawful 9:10 lawrence 4:20, 8:10 leadership 10:9 leak 50:11 leaked 51:1 leaking 50:19 least 46:17, 78:11 leaving 36:2 lefkowitz 1:12, 2:1, 5:6, 7:11, 8:4, 9:9, 9:15, 11:8, 12:7, 15:13, 21:19, 21:23, 23:12, 25:3, 27:16, 28:12, 33:10, 35:18, 36:6, 37:23, 38:6, 39:15, 41:19, 43:21, 46:2, 47:5,

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

94

49:23, 51:12, 53:16, 53:24, 54:15, 55:7, 55:10, 55:20, 56:12, 56:14, 61:23, 62:22, 66:8, 66:11, 66:12, 66:19, 67:7, 69:9, 70:15, 70:20, 72:10, 74:2, 75:4, 75:24 left 45:2 legal 39:4, 62:6 legitimacy 30:21 legitimate 29:15, 29:20, 29:22, 29:23, 29:24 let's 10:9, 10:21, 19:13, 27:4, 27:10, 35:9, 39:16, 40:6, 40:9, 43:7, 46:18, 47:22, 48:11, 49:18, 52:10, 53:1, 57:23, 62:19, 62:20, 65:13, 66:15, 66:17, 68:14, 69:17, 70:10, 71:18, 71:20, 72:21, 73:23, 75:12, 79:14 liabilities 24:20 liberty 4:14 limitation 62:3 limitations 62:23 limited 24:25	line 36:25, 41:21, 54:2, 71:5, 73:10 lines 69:10 link 61:18 list 16:21 listed 20:17, 39:11 listen 62:24, 78:10 listing 20:1 lists 38:23, 67:10, 77:13 litigation 58:4 little 69:4 live 24:6 llc 1:13, 3:13, 3:14, 8:21, 9:17, 10:10, 10:11, 11:2, 11:17, 11:20, 11:23, 12:2, 12:4, 12:6, 12:9, 12:10, 12:13, 12:17, 12:18, 12:25, 13:2, 13:10, 13:11, 13:16, 14:7, 15:17, 15:19, 40:17, 40:23, 52:22, 52:24, 54:14, 64:7, 77:21, 80:15 llp 3:7, 8:18 loan 38:2, 38:23,	38:25, 39:20, 39:23, 41:12, 42:14, 42:20, 42:21 loans 38:22 lodged 13:19 lodging 13:17 log 35:18, 69:23, 69:24 long 49:3, 49:6, 73:1 look 56:11, 74:21, 77:22, 77:25 looked 36:9, 69:8, 77:9, 77:10, 77:24 looking 28:16, 35:16, 52:3, 52:4, 56:2, 57:19, 63:5, 65:21, 70:8, 74:13 looks 35:13, 48:22, 53:9, 71:3, 74:20 lost 35:13 lot 22:19, 22:20, 66:19 ls 82:19	m2holdco 19:21, 45:12 m2loanco 19:21 made 15:3, 15:6, 15:9, 16:10, 16:13, 20:14, 20:16, 22:23, 44:18, 45:6, 45:13, 46:7, 46:8, 46:19, 51:25, 79:20 major 60:11, 60:14, 60:20, 60:25, 61:4, 64:11, 73:12, 73:18, 73:20, 75:9 make 14:19, 14:23, 14:25, 15:10, 17:6, 24:10, 25:13, 31:3, 32:16, 35:14, 43:23, 56:8, 68:19 making 14:16, 14:18, 24:6, 29:18, 41:22, 56:7, 58:5, 63:22, 73:14 malcolm 4:19, 27:10, 35:10, 63:3, 63:12, 65:13, 68:15, 70:1 manage 44:15 managed 14:11, 14:12, 44:16 management 26:18, 32:1, 32:6, 32:22, 34:24, 44:17, 44:22, 44:23,
---	---	---	--

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

95

45:3, 45:11, 46:1, 54:11, 60:12, 79:14 manager 12:13, 12:24 many 59:16 marked 27:9, 27:14, 36:10, 49:21, 53:2, 53:14, 65:15, 67:5, 68:24, 69:1, 69:6, 70:11, 71:24, 73:24 matter 8:4, 66:24, 77:23 matters 34:19 mcdermott 46:5 mean 13:3, 13:10, 14:12, 17:17, 18:2, 42:4, 42:6, 76:9, 76:20 meaningless 38:14 media 8:2 meeting 36:2, 74:20, 74:24, 74:25 melissa 3:15, 8:20, 9:22, 58:10 member 58:1 memory 72:2 mentioned 47:25, 63:14, 63:15, 65:1, 76:1 merger 23:24, 24:24,	25:8, 45:19, 46:9, 46:11, 46:23, 47:1, 47:7, 47:24, 63:15, 64:8, 64:11, 65:3, 65:7, 65:8, 65:17, 66:1, 66:3, 66:5, 66:7, 67:13 merit 2:15 messy 19:19 michael 32:20, 32:21, 33:16, 33:18, 34:2, 34:17, 34:21 michigan 4:15 might 29:12, 34:13, 68:19 million 16:24, 38:24 mine 75:5 minimize 51:21 minutes 49:5, 49:7, 75:16 misrepresentation 40:2 missouri 2:12, 3:9 mistaken 68:25 mixing 17:14 mobile 78:10 moment 67:2 monday 1:14, 66:14 money 17:7, 19:5,	19:7, 21:1, 21:6, 21:7, 22:2, 22:5, 22:6, 22:17, 22:25, 23:5, 23:16, 25:5, 44:5, 44:12 monitor 8:9, 75:19 monthly 15:4 months 10:19 more 16:21, 35:24, 44:5, 47:6, 49:11, 52:7, 54:20, 54:21, 60:18, 61:8 morning 54:17 move 42:7, 51:17, 62:8, 62:19 much 19:5, 23:16, 23:20, 46:21 multiple 21:11, 29:7, 38:10, 46:3, 47:6, 50:4, 54:19, 57:25, 58:1, 58:2 myself 57:11, 58:14 <hr/> N <hr/> name 13:12, 68:22 named 17:18, 46:18 national 2:14, 2:15 need 24:12, 28:7, 34:22, 42:7, 43:18, 80:23, 80:24, 81:4, <hr/>	81:12 needed 32:14, 45:12 needs 15:10, 32:11, 54:22 negotiated 18:7, 25:9 negotiating 34:19 negotiation 22:20 neither 82:10 never 38:12, 40:3, 40:4, 40:13, 40:14, 50:20, 59:2, 64:7, 74:6 new 15:24, 19:23, 45:12, 52:8, 52:19, 52:22, 62:8 news 50:3, 50:15, 50:20 next 22:13, 25:20, 35:11, 36:8, 37:18, 49:19 nicholas 3:5 non-0binding 37:1 non-binding 5:18, 37:6, 37:11, 38:9, 39:10 notary 2:15 note 74:24 nothing 35:24, 55:9, 61:17, 61:19, 63:25 notice 2:10, 10:2,
--	---	---	---

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

96

10:5, 12:5, 13:8, 13:20, 13:24, 55:5, 58:10, 77:13 november 10:12, 10:16, 10:19, 10:21, 11:3, 11:5, 11:9, 11:23 number 5:3, 5:13, 5:16, 5:19, 5:23, 6:3, 6:6, 6:10, 6:14, 6:21, 7:3, 7:7, 7:12, 8:3, 8:7, 17:18, 24:23, 28:2, 35:11, 36:7, 36:8, 48:12, 48:19, 68:19, 68:21 numbers 28:22, 28:24, 32:5	obviously 50:5, 63:16 occasions 16:15 occur 17:22, 26:13 offered 11:19 offering 34:23 office 73:18, 73:20, 75:2, 75:4, 75:6, 75:9 officer 12:10, 82:3 official 3:2 oh 28:15, 37:3, 49:7 okay 10:9, 10:25, 11:11, 11:22, 12:1, 14:2, 14:9, 15:15, 16:7, 16:11, 21:8, 22:10, 27:4, 27:16, 27:25, 28:17, 28:18, 29:9, 31:15, 33:7, 33:12, 33:14, 35:5, 35:6, 36:16, 37:12, 40:6, 40:8, 40:16, 40:22, 41:3, 42:12, 42:24, 43:23, 44:14, 45:1, 45:6, 45:17, 45:24, 46:6, 47:8, 48:10, 49:18, 51:21, 52:10, 52:25, 55:7, 57:4, 65:9, 67:6, 67:8, 67:15,	67:23, 68:8, 68:13, 68:23, 69:5, 69:16, 70:25, 71:6, 71:9, 71:13, 71:17, 72:12, 72:18, 72:23, 73:4, 73:22, 74:13, 74:22, 75:11, 75:14, 78:24, 79:14, 80:12, 80:13 oklahoma 2:12 once 22:12, 44:14 one 10:20, 14:14, 16:20, 17:1, 21:11, 25:15, 32:13, 33:20, 35:21, 48:16, 58:6, 61:19, 62:22, 63:7, 66:4, 67:2, 68:25, 71:15, 71:19, 75:11, 75:12, 81:4, 81:13 only 12:18, 16:15, 73:11, 79:22, 81:4 open 48:23 opened 38:8 operating 13:11 operations 73:11 orders 80:19 other 9:23, 11:24, 14:15, 23:2, 23:5, 25:4, 26:22, 34:19,	34:20, 39:14, 42:22, 55:18, 60:10, 60:14, 60:21, 61:18, 65:2, 65:5, 77:23, 78:20 others 60:22, 60:24, 79:19 otherwise 50:20, 82:13 out 28:14, 28:22, 35:18, 36:6, 38:23, 44:12, 49:1, 49:25, 51:1, 52:8, 69:23, 69:24, 77:18, 81:13 outcome 82:13 outset 75:24 outside 12:4, 13:2, 51:2, 55:18, 79:22, 80:5, 80:9 over 10:25, 22:13, 31:12, 61:6, 61:7, 61:8, 62:7, 79:12 own 15:12, 16:5, 16:6, 17:5, 17:6, 26:15, 44:16, 45:10, 45:13, 47:14 owned 20:3, 58:18 owner 56:3 ownership 26:18 owns 15:14, 47:8
			P page 5:2, 5:13, 6:3,

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

97

6:16, 7:3, 28:11, 31:3, 68:15, 68:16, 70:15, 71:14 pages 1:19, 71:15, 74:18 paid 24:17, 32:19, 33:15, 33:19, 34:11, 39:3 pair 18:23 paragraph 33:14 parameters 74:25 parent 59:5, 67:15 parham 72:6, 72:12 part 14:14, 24:3, 38:21, 42:3, 42:18, 42:19, 43:4, 44:23, 45:3, 64:19, 68:4, 68:6 parties 23:25, 24:16, 25:9, 25:21, 38:10, 82:11 party 56:6 pay 27:2, 43:19 payment 70:19, 70:22 payments 68:9 people 42:2, 42:3, 50:6, 72:12 performance 79:24, 80:2 perigroves 61:18 person 13:11, 39:2,	59:10, 59:14, 59:17, 59:18, 59:19 personal 59:19, 64:6 persons 13:12 perspective 46:17 pharmacorr 3:13, 23:24, 32:12, 38:25, 76:6 phone 35:22 pick 62:4, 78:13 picking 75:16 piece 38:14 place 8:12, 45:11 plan 32:17, 46:10 plane 34:14, 34:16 planet 8:11, 9:6, 28:23 planning 26:24, 47:18, 63:14, 64:22, 65:6, 65:7, 74:20 play 33:1, 33:4, 59:18 played 34:13 please 8:14, 8:16, 9:7, 11:1, 12:22, 31:25, 32:3, 32:7, 63:1, 75:2, 80:19 pllc 3:16, 4:13,	8:21 point 36:6, 42:24, 43:23, 44:7, 45:17, 46:6, 58:24 pole 61:15 pose 12:22 position 17:23, 60:2 possession 37:24, 38:2, 42:8 post-filing 32:14 posted 30:13 precious 62:6 predominantly 78:15, 79:4 preferred 14:3 preliminary 6:12, 67:9 preparation 76:15, 77:4 prepare 9:18, 75:25, 77:14 prepetition 38:25 present 4:18, 50:16, 50:18 press 50:12 pretend 66:20 previous 12:15, 26:18, 68:24, 73:9 price 18:20, 18:21, 38:3 principals 32:20, 33:16,	34:2 prior 13:20, 24:9, 27:20, 27:22, 72:1 privilege 46:16 probably 32:15, 41:7, 71:3 proceedings 81:18 process 64:13, 64:20, 64:21, 64:22, 64:23, 65:1, 65:4, 65:5, 65:23, 65:25, 66:1 processes 65:2 produce 21:19, 57:1, 57:9, 57:15 produced 28:25, 29:8, 30:4, 30:11, 30:12, 42:3, 51:13, 54:4, 57:5, 70:13 producing 29:19 production 42:4 professional 2:14 professionals 32:7 project 63:19 proposal 26:12, 26:14, 26:15, 26:16, 26:17, 26:20 propounded 9:11 protection 26:9, 43:1,
---	--	---	---

43:11, 43:15, 43:19 provide 34:22, 38:22, 39:23, 41:12, 42:14, 42:20, 42:21, 71:2 provided 25:5, 32:21 providing 65:22 public 2:15, 82:2 pull 21:16, 27:5, 27:10, 47:22, 48:11, 48:13, 49:19, 52:10, 62:20, 63:13, 65:14, 68:14, 69:17, 69:25, 70:2, 70:10, 71:18, 71:20, 73:23 purchase 18:20, 18:21 purchased 68:10 purporting 13:13 purpose 26:25, 53:19 pursuant 2:10 pursue 46:8 put 44:5, 50:8, 57:23, 69:4, 69:16, 70:7, 72:4 putting 40:10	question 10:22, 12:23, 12:24, 22:14, 23:18, 25:7, 25:20, 31:13, 31:14, 32:24, 32:25, 38:6, 41:14, 42:12, 42:16, 43:6, 46:22, 47:10, 47:12, 49:2, 52:17, 55:17, 60:6, 61:6, 61:23, 62:1, 62:7, 62:9, 62:10, 66:24, 67:17, 69:10, 77:11, 79:5 questioning 9:3, 41:25, 73:10 questions 9:11, 12:19, 13:16, 14:7, 29:12, 41:20, 50:4, 50:21, 51:16, 54:12, 54:13, 57:6, 62:25, 73:8, 77:17 quick 68:15 quite 54:19	35:4, 49:23, 82:9 ready 30:23, 56:19, 63:13, 64:16, 70:4 reaffirm 20:18 real 68:15 realized 35:17 really 20:16, 42:9, 50:8 reason 34:21 recall 18:14, 33:3, 33:6, 48:3, 61:10, 67:21, 72:17, 79:25 receive 21:9, 68:8, 69:13, 78:12, 79:19 received 23:5, 23:17, 30:3, 30:16, 31:22, 35:3, 40:3, 50:3, 72:14 recipient 49:24, 51:13, 51:17, 51:20, 52:16 record 12:19, 19:19, 24:11, 30:1, 40:10, 42:11, 46:14, 49:14, 49:17, 50:2, 50:9, 51:4, 51:9, 75:19, 75:22, 80:17, 82:6 records 17:5, 79:6	reduced 82:8 reed 4:5, 8:24 refer 68:19 reference 20:8, 68:21, 69:11 referenced 25:5 references 38:24, 70:18 referencing 33:17, 34:8, 34:9, 34:10, 71:3, 72:9 referring 10:3, 14:4, 34:3, 34:18, 35:8 refresh 72:1 refuse 38:8 refusing 57:6 regards 32:23 registered 2:14, 2:15 related 62:17, 62:18, 67:10, 82:11 relevancy 24:5 relevant 23:22, 24:3, 24:19, 24:23 remember 31:23, 46:4, 71:12 remote 4:19, 27:8, 27:12, 35:12, 48:14, 48:21, 53:3, 53:8, 63:2, 63:4,
	R		
	rare 15:10 rattled 22:22 read 31:18, 35:3, 38:12, 38:16, 38:17, 66:3, 76:10, 80:20, 80:24, 81:15 reading 28:22, 33:24,	rare 12:19, 19:19, 24:11, 30:1, 40:10, 42:11, 46:14, 49:14, 49:17, 50:2, 50:9, 51:4, 51:9, 75:19, 75:22, 80:17, 82:6 records 17:5, 79:6	

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

99

63:8, 64:15, 67:2, 68:17, 68:23, 69:5, 70:3, 70:7, 71:22, 73:25 remotely 1:11, 8:13 rephrase 16:3 replacement 52:4 reply 9:11 report 79:23 reported 1:20 reporter 2:11, 2:14, 2:15, 5:9, 9:5, 9:7, 50:3, 50:15, 50:16, 50:17, 50:20, 76:9, 80:18, 80:21, 80:25, 81:14 reporter-notary 82:2 repository 53:9 represent 8:15 representative 9:16, 12:22, 14:6, 30:2, 39:12, 56:19, 56:21, 56:23, 57:11, 59:15 represented 25:9, 25:21, 25:23, 26:1 representing 8:11, 9:6 request 6:13, 10:3, 56:9, 56:11, 67:9 requested 58:7, 58:15,	82:10 requests 10:1 requirements 32:9 research 21:17 resend 68:22 reserved 24:14 respect 13:16, 29:25 respective 31:10 respond 29:25, 30:23, 52:15, 55:16, 55:17, 56:24, 57:4, 57:6, 58:17, 70:25 responded 58:15 response 57:17 rest 25:16, 70:17 restructure 45:18 restructuring 32:6, 32:10 return 19:9 review 9:25, 76:3, 76:15, 77:3, 77:16 reviewed 10:1, 76:1, 76:11, 76:17, 76:18, 76:19, 77:1, 77:12, 77:13, 77:15 revisions 13:25 right 9:5, 9:15, 24:14, 26:4,	27:12, 28:11, 30:17, 35:9, 35:11, 36:4, 36:18, 39:21, 43:9, 47:21, 48:17, 48:21, 48:24, 49:5, 49:13, 49:16, 53:12, 57:2, 58:9, 63:6, 65:13, 67:2, 69:8, 70:3, 70:10, 70:14, 71:22, 74:5, 74:6, 78:13 ringing 35:22 rnr 1:20, 82:19 road 72:8, 72:18 rock 72:8 role 31:9, 31:10, 31:11, 32:25, 33:4, 68:5, 68:6, 68:7, 80:6, 80:10 roll-up 37:12 rule 22:12 run 16:4, 44:4, 45:7, 45:10 running 53:8 runs 15:11	14:22, 15:8, 15:9, 16:10, 17:9, 17:18, 17:19, 19:24, 20:14, 21:10, 22:4, 22:19, 25:21, 27:20, 28:23, 30:9, 30:10, 30:19, 30:21, 34:5, 40:1, 43:10, 45:22, 46:10, 47:11, 47:13, 55:14, 57:7, 59:13, 60:18, 62:16, 64:20, 66:7, 74:2, 74:6, 76:6, 76:8, 76:13, 76:25, 79:4, 82:7 sale 18:3 same 28:16, 31:3, 60:7, 61:6, 62:9, 70:9 sarah 51:14, 51:19, 51:22, 51:23, 74:3 say 14:4, 15:8, 16:9, 16:19, 21:4, 21:6, 22:18, 33:14, 34:6, 36:24, 40:3, 40:8, 40:23, 47:13, 48:18, 54:2, 55:11, 55:14, 57:7, 57:8, 57:21, 62:15, 63:20, 66:6, 66:13, 74:23, 76:10, 76:25, 77:1, 79:2 saying 10:17, 10:18,
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Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

100

10:19, 14:5, 20:11, 21:7, 22:1, 29:22, 29:23, 30:5, 30:16, 31:1, 55:11, 59:10, 62:12, 71:1, 72:7, 73:13, 79:2 says 9:11, 28:12, 34:1, 34:7, 37:1, 37:12, 37:13, 38:22, 40:18, 40:21, 52:13, 66:9, 66:11 schapiro 11:15 scope 12:4, 13:2, 14:1, 14:3, 24:13, 52:5, 55:19 scratch 46:7 screen 30:14, 30:15, 53:13 scroll 28:16, 36:17, 36:22, 70:16, 74:17 scrolling 71:14 seal 82:15 search 53:8 sec 70:2 second 25:15, 32:18, 35:21, 38:21, 63:7, 70:15, 71:15, 75:11 secret 57:24, 58:2	section 36:18, 37:18 secured 38:22 see 16:11, 27:25, 28:13, 32:10, 33:20, 33:24, 36:4, 36:13, 37:16, 39:1, 39:20, 47:16, 49:11, 53:4, 53:5, 59:3, 66:2, 66:3, 70:14, 70:18, 71:7, 74:18 seeing 63:5 seeking 52:19, 52:22 seen 78:25 send 53:6, 78:12, 78:14, 81:16 sending 59:7, 81:5 sends 71:8 senior 31:25, 38:22 sent 13:4, 31:4, 32:23, 36:19, 38:10, 39:17, 40:2, 40:4, 40:7, 40:13, 40:16, 41:3, 41:5, 62:12, 67:16, 71:10, 72:13, 78:17 separate 78:23 separately 32:11 series 28:24 serve 55:4	served 24:8 services 1:6, 4:3, 8:25, 15:21 serving 13:20 set 32:5, 74:24, 81:4, 81:11, 82:14 settlement 6:19, 7:6, 70:18, 70:22, 71:11, 72:7 shall 13:10, 13:15, 37:14, 38:22 share 81:5 sheet 5:18, 28:1, 30:25, 36:14, 36:19, 36:22, 37:1, 37:6, 39:10, 39:16 sholey 66:13, 67:16, 67:18, 71:8 shorthand 2:11, 82:2 should 35:10, 45:7, 53:13 shouldn't 42:25 shovel 43:2 show 31:1, 55:6, 55:22, 57:10, 59:23, 70:16, 72:4 showed 58:13 showing 30:17, 59:21 sic 20:16, 72:18	side 55:2 sign 56:12, 80:20, 80:24, 81:15 signature 70:17, 71:16 signature-sc3 82:17 significance 29:11 signing 82:9 simpler 46:22 since 10:23, 11:23, 11:24, 54:16, 73:3, 80:25 single 39:2, 45:16 sit 54:20 sitting 54:19 smirked 19:25 snow 43:2 sold 20:4 soliloquy 62:24 some 16:16, 19:13, 21:12, 39:7, 46:15, 49:11, 54:19, 62:3, 74:21, 78:20 somebody 50:18 someone 33:7, 53:17 something 13:7, 31:21, 33:23, 34:8, 34:24, 42:8, 43:3, 55:1,
---	--	---	---

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

101

55:3, 55:15, 56:8, 56:18, 63:11, 63:21, 73:14, 77:7, 78:17 sometime 45:20 sometimes 78:11 sorry 13:23, 27:24, 28:13, 50:13, 51:6, 68:3 sort 74:21 sorted 49:1 sound 73:14 sounds 17:12, 52:13 source 28:3, 28:9, 29:6, 29:7, 29:11, 30:20, 81:13 southern 1:2, 8:6 speak 11:8, 65:8 spending 58:9 splitting 47:2 spock 72:18 spoke 65:16, 74:23 spook 72:8 st 52:12, 58:22, 59:3, 82:15 stamp 30:14, 30:15, 30:18 stand 27:13, 32:3,	35:11, 37:23, 48:14, 53:3, 63:2, 71:23, 73:25 stands 37:20 start 10:9, 10:21, 10:25, 72:21 starting 46:15 starts 72:5 state 2:16, 8:15, 30:1, 52:20, 52:23 statements 29:18 states 1:1, 2:12, 8:5 stay 38:8, 41:21 stenographically 82:7 stepped 11:10 stepping 11:11 steps 45:24 still 30:15, 73:4 stinson 3:7, 8:17 stop 62:5 strategy 44:2, 44:3 strawman 32:7 street 3:8, 4:6, 4:14 stress 26:7 stuff 59:20 style 5:3	subject 5:14, 5:21, 6:4, 6:8, 6:17, 7:4, 7:10, 59:24, 61:1, 66:13, 71:5, 77:23 subsidiaries 37:14, 60:12, 61:14 subsidiary 16:17, 77:20 substance 63:17 suite 3:8, 3:17, 4:6 supposed 76:9 sure 19:15, 20:8, 23:16, 28:19, 30:20, 31:3, 36:23, 41:22, 46:21, 49:10, 49:11, 61:24, 62:11, 62:21, 67:4 surrounding 24:1 survival 26:22 swear 9:7 sworn 9:10 <hr/> T table 38:21 take 19:9, 44:12, 48:25, 49:23, 59:8, 75:12, 75:15 taken 82:4, 82:7 taking 8:12, 8:16,	33:21 talk 19:13, 19:18, 19:20, 63:16, 77:14, 79:14 talked 43:7, 63:11 talking 31:12, 62:23 tea 38:4 team 31:25 teams 32:3 technical 49:1 technician 4:19, 27:8, 27:12, 35:12, 48:14, 48:21, 53:3, 53:8, 63:2, 63:4, 63:8, 64:15, 67:2, 68:17, 68:23, 69:5, 70:3, 70:7, 71:22, 73:25 tehum 1:6, 4:3, 8:4, 8:24, 77:20 tell 18:1, 21:12, 23:4, 25:3, 26:22, 29:5, 29:6, 31:17, 53:24 telling 15:2, 54:5, 75:1, 78:25 ten-minute 48:25 tennessee 2:13, 72:25, 73:2 term 5:18, 28:1, 30:25, 36:14,
---	--	--	--

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

102

36:19, 37:1, 37:5, 39:10, 39:16, 48:4 terms 19:2, 24:22 testified 60:13, 79:16 testify 12:8, 12:12, 14:1, 37:8, 38:11, 56:19, 57:12, 62:16, 78:21 testimony 55:24, 82:6, 82:7 texas 1:2, 3:18, 4:7, 8:6 th 36:21, 37:13, 72:3, 75:3 thank 28:17, 39:15, 51:10, 63:3 themselves 8:15 thereafter 26:16, 82:8 therefore 32:17 thing 28:16 think 27:7, 27:20, 30:8, 49:3, 49:8, 50:17, 69:19, 76:6, 80:13, 81:3, 81:12 third 47:11, 47:17, 56:6 thompson 4:11, 9:3 thought 28:15 thousands 30:13	three 39:17, 80:25, 81:2, 81:8, 81:10, 81:15, 81:17 through 5:19, 6:15, 6:21, 7:8, 7:13, 19:13, 20:5, 31:2, 32:5, 39:5, 66:25, 68:18 time 8:9, 10:13, 26:6, 26:9, 32:22, 35:5, 35:22, 37:9, 47:12, 47:17, 49:13, 49:16, 49:23, 49:25, 54:18, 54:19, 58:9, 58:19, 62:3, 62:5, 62:6, 62:23, 70:9, 75:18, 75:21, 80:16 times 29:7 tirschwell 51:15, 51:19, 51:22, 51:23, 52:2, 74:3, 74:8 tn 6:19 today 8:10, 9:5, 23:11, 50:5, 50:22, 61:17, 73:4, 76:7, 81:2 today's 8:8, 40:19, 54:8, 54:10 together 32:16 told 29:7, 38:12, 39:6, 52:15, 62:2, 67:18, 30:13	71:2 took 20:20, 45:25 top 28:11, 36:24, 71:7 topics 10:6, 13:4, 13:5, 24:6, 24:13, 77:12, 77:13, 77:14 totally 58:7 transaction 18:6, 18:7, 18:25, 19:1, 19:3, 19:4, 19:6, 19:25, 20:15, 20:16, 20:19, 20:24, 21:24, 21:25, 22:3, 22:5, 22:8, 22:11, 22:15, 22:19, 23:2, 24:23, 25:1, 26:6, 26:10, 39:17, 42:17, 42:19 transcribed 50:25 transcript 5:12, 80:18, 80:22, 82:5 transfer 22:7 transferred 20:5, 20:12 transferring 17:7 transfers 16:23 trap 47:13 travis 71:2, 71:11, 72:6 troubled 22:20	true 82:5 trust 30:22, 30:24 try 19:13, 40:9, 47:13 trying 31:13, 40:11, 42:9, 42:10, 56:8, 58:16, 61:8, 61:18, 61:21, 64:24, 66:25 turner 3:6, 8:18 twice 47:10, 47:11 two 22:22, 32:13, 47:3, 47:4, 47:6, 69:10, 71:15 type 48:22 typewriting 82:8
U			
ucc 50:7 ultimately 20:3, 61:14, 77:20 unappreciated 50:9 under 13:11, 15:11, 15:13, 15:15, 15:17, 15:19, 15:21, 15:24, 16:13, 17:15, 17:19, 67:21, 82:8 understand 13:15, 19:14, 20:11, 32:2, 33:10, 38:18,			

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

103

55:10, 57:2, 60:1, 60:3 understood 10:6, 51:3, 64:14, 73:22 undertake 22:23 unilaterally 13:23 united 1:1, 8:5 unless 29:19, 30:19, 68:25 unsecured 3:2 until 70:5, 70:6 use 72:24, 78:5, 78:8 uses 72:19 using 29:3, 50:9, 61:20	35:14, 75:18 videoconference 2:2 videographer 4:20, 8:2, 8:10, 9:4, 49:13, 49:16, 51:7, 51:8, 75:18, 75:21, 80:16 videotaped 1:11, 8:3 virtual 73:21, 79:7 voice-identify 8:14	26:22, 31:18, 49:25, 54:17, 57:23, 69:21 we'll 47:23, 49:1, 49:11, 50:23, 51:21, 53:6, 69:25, 75:13, 80:20, 81:5 we're 9:15, 21:20, 23:10, 31:1, 31:3, 32:11, 46:14, 48:17, 49:3, 49:8, 49:14, 56:2, 57:19, 58:9, 63:16, 66:24, 69:3, 70:8, 74:13, 75:19, 75:22, 80:17 we've 21:1, 22:1, 46:17, 51:8, 78:25 week 44:8 weekly 15:4 went 19:16, 22:2, 50:22, 77:24 weren't 78:18, 78:25 west 4:14 whatever 15:14 whenever 64:17 whereof 82:14 whereupon 49:15, 75:20, 81:18 whether 76:10 white 46:5, 47:25,	63:16, 63:19, 63:21, 63:24, 64:7, 65:9 whoa 10:18 whole 66:4 whomever 71:10 william 4:10, 9:2 windows 59:19 wire 71:4, 71:8 wiring 6:18, 71:4 without 17:7, 23:7, 43:20 witness 5:6, 9:3, 9:8, 13:14, 14:5, 24:15, 25:19, 28:19, 30:9, 35:14, 35:20, 35:24, 36:2, 46:16, 49:2, 49:7, 50:15, 50:17, 51:5, 69:19, 69:23, 75:14, 81:7, 82:14 word 33:20, 33:24, 38:18, 66:2, 66:3, 66:4, 67:22 words 39:10, 55:6 work 10:17, 32:4 working 59:15 world 51:2 wrap 75:13
V			
valid 24:7 valitas 15:21, 19:22, 63:25, 64:5, 64:14 valuation 6:13 various 60:7 veer 46:15 verbal 31:20 via 2:2, 3:3, 3:14, 4:3, 4:11, 8:13, 45:18 video 8:9, 8:12,	38:16, 50:2, 51:14, 55:1, 55:3, 61:1, 61:25, 64:15, 69:1, 70:4, 72:2, 77:22, 80:21, 81:1, 81:8, 81:10 wanted 35:14, 50:24 wants 52:13 warped 41:24 washington 2:13 wasting 37:9, 62:5 way 13:22, 23:22,		

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

104

write	4:3, 4:11, 8:13, 23:15, 28:14, 39:3	01 49:14 06 1:15, 8:9	20 36:21, 37:13, 78:11
writes	.	1	2004 8:4, 10:5, 13:2, 13:24, 24:12, 50:19, 55:4, 77:12, 77:18
writing	5:14	10	2021 5:15, 6:20, 7:7, 10:12, 10:16, 10:21, 11:3, 11:24, 27:19, 42:1, 58:25, 68:11, 72:3, 74:4
written	.10 7:10	49:5, 49:7, 73:24	2022 5:22, 6:6, 6:9, 7:12, 11:23, 46:9, 52:13, 58:22, 59:3
wrote	.2 5:18	101 62:14	2023 1:14, 8:8, 82:16
	.27 5:17	10501 3:17	21 6:5, 17:25, 42:6, 58:22, 59:3, 73:3, 82:15
yeah	.3 5:21	106 3:17	214 4:8
	.36 5:20	11 1:8, 32:2, 36:20, 37:14	22 45:20, 45:21
	.4 6:4	11.45 5:14	220 6:16, 68:15, 68:16, 68:22
	.49 5:24	111835 6:7, 53:1	225 6:16
yep	.5 6:8	113011 53:4	23 1:7
yescare	.53 6:7	1201 3:8	26 7:12
	.6 6:12	14 1:14, 6:9, 8:8, 24:9, 49:17, 66:14	28 7:12
yesterday	.65 6:11	15 6:20, 72:3	29 7:7
	.67 6:15	1601 4:6	2900 75:3
yourself	.69 6:16	165248 7:13	3:8
	.7 6:16	165274 7:13, 73:23	
yourselves	.70 6:22	169745 5:23, 48:13, 48:20, 49:20	
	.71 7:9	1st 27:19, 32:1, 41:16, 41:18, 42:1, 42:5	
zalman	.73 7:14	0 2	
	.8 6:17	00 80:16, 81:19	
zero	.9 7:4	2 1:15, 8:9	
zluticky			
zoom			

Transcript of Isaac Lefkowitz, Corporate Designee (PERIGROVE 1018)

Conducted on August 14, 2023

105

299893 5:16, 27:11, 28:12 299894 5:19 299898 5:20 <hr/> 3	48103 4:15 49 75:19 <hr/> 5	9 90086 1:7, 8:7 92 82:17 954 4:8 9590 4:16 9600 3:10 972 3:19 994 4:16	
30 54:16, 54:18 305428 7:8, 71:21 305429 7:8 31 5:22, 52:12 318984 63:1 32 8:7 348 63:8 348914 6:10, 62:22 348915 6:14, 66:15 348916 6:15 351 72:18 3rd 75:2 <hr/> 4	621804 6:21, 69:18 621805 6:22 64103 3:9 <hr/> 7 7104 3:19 734 4:16 75201 4:7 75231 3:18 755 3:19 <hr/> 8 8 54:16 811 6:16 816 3:10 82 1:19, 5:9 835 53:6 842 3:10 885 75:2		
4 54:18, 80:16, 81:19 402 4:14 4134 4:8 45 32:2 4600 4:6			